

PAR-19-1121 ET ENTIRE DE CORP. ELT
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((H95000004679)) ACCESS SYSTEM
FILING COM MEET
TO: DIVISION OF CORPORATIONS FROM: FIRE-CORPORATE KEY COM
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000004679)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GOLD NETWORK CORPORATION
FAX AUDIT NUMBER: H9500004679 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/26/1995 TIME REQUESTED: 10:50:05
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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((H95000004679))
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NUM CAPS Connect: 00:23

FILED
95 APR 26 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2000.11.23
10:00 AM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: GOLD NETWORK CORPORATION
REF: W95000008945

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with this cover sheet.

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000004679
Letter Number: 795A00019845

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

PREPARED BY:
B & L BUSINESS LEGAL
141 NE 3rd AVE S.206
MIAMI FL 33132
EVIAN DE MORAES
(305)373-6211



ARTICLES OF INCORPORATION OF

H950000 4679

ARTICLE I - NAME

The name of this corporation is: **GOLD NETWORK CORPORATION**

with the principal place of business located at:

141 NE 3rd AVE S.206
MIAMI FL 33132

FILED
95 APR 26 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

141 NE 3rd AVE S.206
MIAMI FL 33132

The name of the initial Registered Agent of this corporation is:

PEDRO NOGUEIRA DA COSTA FILHO

H950000 4679

ARTICLE VI DIRECTORS

This corporation shall have 01 director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation :

PEDRO NOGUEIRA DA COSTA FILHO "PRESIDENT

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

PEDRO NOGUEIRA DA COSTA FILHO
7801 E TREASURE DR # 422
NORTH BAY VILLAGE -MIAMI FL 33141

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of APRIL of 19 95

Pedro Nogueira da Costa Filho
Incorporator

H9500000 4679

H9500000 4679

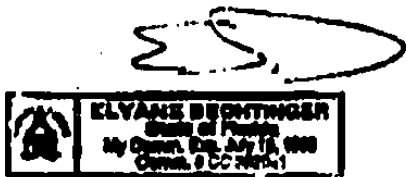
H9500000 4679

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PEDRO NOGUEIRA DA COSTA FILHO

known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 23rd day of APRIL, 19 95.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

H9500000 4679

H9500000 4679

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That **GOLD NETWORK CORPORATION** desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed **PEDRO NOGUEIRA DA COSTA FILHO**, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
GOLD NETWORK CORPORATION

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 23rd day of APRIL, 1995.

Pedro Nogueira da Costa Filho
Registered Agent

FILED
95 APR 26 PM 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9500000 4679

P95000032952

S 12:41 PM PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
(((H96000011259)))
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 301-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000011259))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: GOLD NETWORK CORPORATION
FAX AUDIT NUMBER: H96000011259 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/13/1996 TIME REQUESTED: 14:41:23
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 072460003255

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FILED
96 AUG 14 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 14 AM 10:37



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

August 14, 1996

GOLD NETWORK CORPORATION
660 W PORK DRIVE
SUITE 103
MIAMI, FL 33172US

SUBJECT: GOLD NETWORK CORPORATION
REF: P95000032952

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Linda Stitt
Corporate Specialist

FAX Aud. #: H96000011259
Letter Number: 396A00038634

H96000011259

PREPARED BY:
GUILLERMO UBIETA
2320 WEST 68TH STREET
MIAMI, FL 33116

606) 825 - 3929
Guillermo Ubieta
2320 W. 68 ST.
Hialeah, FL 33016

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF GOLD NETWORK CORPORATION

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

FIRST:

AMENDMENT ADOPTED:

1 -- THE NEW DIRECTORS FOR THIS CORPORATION WILL BE: PEDRO N. DA COSTA FILHO WHO WILL ASSUME THE OFFICES OF PRESIDENT, SECRETARY & DIRECTOR AND ITALO NOGUEIRA WILL ASSUME THE OFFICES OF VICE-PRESIDENT, TREASURER & DIRECTOR. THE PRINCIPAL PLACE OF BUSINESS IS 8181 NW 36TH STREET STE 9A, MIAMI, FL. 33166.

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOWS:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: AUGUST 3, 1996.

FOURTH:

ADOPTIONS OF AMENDMENTS:

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY _____

(Voting group)

SIGNED THIS 3RD DAY OF AUGUST, 1996,

GOLD NETWORK CORPORATION

BY:

Pedro Nogueira da Costa Filho
(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: PEDRO N. DA COSTA FILHO
Title: PRESIDENT / INCORPORATOR

FILED
96 AUG 14 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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P95000032952

8

11:01 AM

P95000032952

PUBLIC ACCESS SYSTEM
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((H97000017304 1))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (850)922-4000
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: GOLD NETWORK CORPORATION
AUDIT NUMBER.....H97000017304
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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NUM Connect: 00:14:02

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OCT 17 11:12:38
CORPORATION

Handwritten signature and scribbles

RECEIVED
OCT 17 11:14:02

RECEIVED
OCT 17 11:14:02

RECEIVED

497000017304
**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GOLD NETWORK CORPORATION**

P95000032952

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE:

**ITALO NOGUEIRA / PRESIDENT, SECRETARY & DIRECTOR
PEDRO N. DA COSTA FILHO / VICE-PRESIDENT, TREASURER & DIRECTOR**

**PRINCIPAL & MAILING ADDRESS:
8181 NORTH WEST 36TH STREET SUITE 17B MIAMI, FLORIDA 33166**

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOWS:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: **OCTOBER 14TH 1997**

FOURTH:

ADOPTIONS OF AMENDMENTS:

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY: _____

(Voting group)

SIGNED THIS 14TH DAY OF OCTOBER, 1997.

GOLD NETWORK CORPORATION

BY: _____

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by shareholders)

Typed or printed name: **ITALO NOGUEIRA**
Title: **DIRECTOR / INCORPORATOR**

PREPARED BY: GUMIERMO IMIETA, JR., 8045 NORTH WEST 36TH STREET SUITE 525, MIAMI, FL. 33166
(305) 597-4511

497000017304