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WILLIAM M. HOWARD

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Attorney At Law

SECRETARY OF STATE
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PLANTATION CORPORATE CENTER
TWO SOUTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

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August 11, 1995

Secretary of State
New Corporate Filings Dept. - Domestic
P.O. Box 6327
Tallahassee, Florida 32314

RE: Filing of Articles of Incorporation -
Metro Bullion Exchange, Inc.

Dear Sir:

Enclosed please find original Articles of Incorporation for filing, as well as my check for \$122.50 for filing fees. A copy of the Articles is enclosed for return to our office.

Your timely attention to this matter is greatly appreciated.

Sincerely,


William M. Howard

Enclosure - Articles of Incorporation
WMH:mje

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**ARTICLES OF INCORPORATION OF
METRO BULLION EXCHANGE, INC.**

FILED
95 AUG 17 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is METRO BULLION EXCHANGE, INC.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is:

5000 shares of common stock with a par value of \$1.00 per share

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial principal office of this corporation in the State of Florida is: 4545 NW 3RD COURT, PLANTATION, FLORIDA 33317, and the initial Registered Agent of this corporation in the State of Florida is: **JONATHAN R. WADE** whose address is: 4545 NW 3RD COURT, PLANTATION, FLORIDA 33317. The Board of Directors may from time to time move the office to any other address in Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased from time to time by the By-Laws. The name and address of the initial director of this corporation are:

**JONATHAN R. WADE
4545 NW 3RD COURT
PLANTATION, FLORIDA 33317**

ARTICLE VII - PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

**JONATHAN R. WADE
4545 NW 3RD COURT
PLANTATION, FLORIDA 33317**

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE X - CONTRACTS WITH OTHER CORPORATIONS

No contract or other transaction between this Corporation and other corporation, nor any act of this Corporation shall be in any way affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation.

Any Director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall

authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11TH day of AUGUST, 1995.


JONATHAN R. WADE

STATE OF FLORIDA

COUNTY OF BROWARD

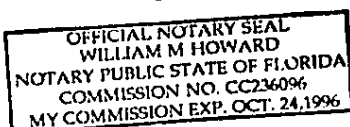
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SS.
)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JONATHAN R. WADE personally known to me or who produced the following I.D. FL 9804367409-2 and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11TH day of AUGUST, 1995.


NOTARY PUBLIC, State of Florida at Large

My commission expires:



METRO 7000
38,000-17-1113-19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that **METRO BULLION EXCHANGE, INC.** desiring to organize under the laws of the State of Florida, with its initial principal office of this corporation in the State of Florida at:


4545 NW 3RD COURT, PLANTATION, FLORIDA 33317

has named **JONATHAN R. WADE**, whose address is:

4545 NW 3RD COURT, PLANTATION, FLORIDA 33317

as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


JONATHAN R. WADE
Registered Agent