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JAMES K. TILBROOK  
Certified Public Accountant  
1881 N.E. 26 STREET, SUITE 223  
FORT LAUDERDALE, FLORIDA 33303  
TELEPHONE (305) 568-4700  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 28, 1995

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
CAPITOL BUILDING  
TALLAHASSEE, FLORIDA 33201

EFFECTIVE DATE  
12-28-95

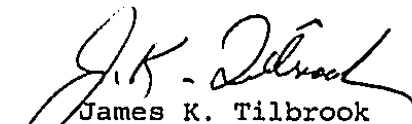
Dear sirs:

Enclosed are two (2) copies of the Articles of Incorporation of Goldboom Precious Metals USA, Inc. and the appointment of a Registered Agent for filing purposes.

Also, enclosed is a check for Seventy dollars (\$70.00) to cover charter tax, filing fees, and registered agent filing fee. Please send a copy to me.

Thank you for your prompt attention.

Very truly yours,

  
James K. Tilbrook

Enc (3)

James Tilbrook GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article VIII  
DATE 1-9-96  
DOC. EXAM HT

1-10-96  
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NOTARY  
PUBLIC  
FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GOLDBOOM PRECIOUS METALS USA, INC.**

I, the undersigned, hereby declare to organize for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

**ARTICLE I.**

**NAME OF CORPORATION**

The name of the corporation shall be:  
GOLDBOOM PRECIOUS METALS USA, INC.

**ARTICLE II.**

**GENERAL NATURE OF BUSINESS**

The general nature of the business and the objects and purposes to be transacted and carried on are to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and

perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be, authorized by law, and generally do and perform any and all things necessary or incident to the performance and carrying out of the powers hereinabove specifically delegated or implied, within or without the State of Florida, or at any and all places whether within or without the United States of America.

#### ARTICLE III.

##### CAPITAL STOCK

The authorized capital stock of this corporation shall be: FIVE HUNDRED (500) SHARES OF COMMON STOCK, ONE DOLLAR (\$1.00) PAR VALUE.

#### ARTICLE IV.

##### PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 1881 NE 26 Street, Fort Lauderdale, FL 33305.

#### ARTICLE V.

##### CORPORATE EXISTENCE

This corporation shall commence on the date of subscription and acknowledgement of these Articles, and shall be perpetual thereafter unless sooner dissolved according to law.

ARTICLE VI.

REGISTERED AGENT

The street address of the initial registered office of this corporation is 1881 NE 26 Street, <sup>\*223</sup> Fort Lauderdale, FL 33305 and the name of the registered agent of this corporation at that address is James K. Tilbrook

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) and not more than (5).

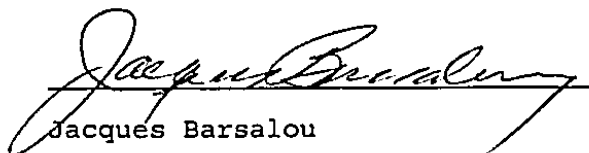
ARTICLE VIII.

DIRECTORS, OFFICER, INCORPORATORS, AND SUBSCRIBERS

The name and address of the first Board of Directors, Officers, Incorporator and Subscriber is:

Jacques Barsalou  
1881 N.E. 26th Street, ~~ste.~~ 223  
Fort Lauderdale, Fl.  
33305

IN WITNESS WHEREOF, I have hereunto set my hand this 28 day of December, 1995.

 (SEAL)  
Jacques Barsalou

James K. Tilbrook  
James K. Tilbrook

FILED  
JUN 10 1965  
FBI - MEMPHIS

WITNESS me hand and official seal in the County and State  
aforesaid this 28 day of December, A.D. 1995.

SHIRLEY M.R. DICKERHOFF

**GENERAL INFORMATION**