

4/25/90

FLORIDA DIVISION OF CORPORATIONS

5:11 PM

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TO: DIVISION OF CORPORATIONS FROM: EMERGENCY CORPORATION  
DEPARTMENT OF REVENUE 102 W. FLAGLER ST.  
STATE OF FLORIDA SUITE 200  
TALLAHASSEE, FLORIDA 32310-33135-9-00000  
FAX: (904) 399-1000 CONTACT: RAY CORMONT  
PHONE: (305) 541-3884  
FAX: (305) 541-3770

((H90000005884)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GOLDEN PLATE, INC.

FAX AUDIT NUMBER: H90000005884

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/25/1990

TIME REQUESTED: 17:11:33

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

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96 APR 26 PM 1:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
4/26

DIVISION OF CORPORATIONS

96 APR 26 AM 8:15

RECEIVED

P.01/07

APR-25-1996 17:47

FILED  
56 APR 25 PM 1:32  
SECRET  
OFFICE OF THE STATE  
FILED IN FLORIDA

ARTICLES OF INCORPORATION OF  
GOLDEN PLATE, INC.

ARTICLE ONE

The name of this corporation shall be:  
GOLDEN PLATE, INC.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States of America.

ARTICLE THREE

This corporation shall have perpetual existence; unless, sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: Date of Incorporation.

ARTICLE FOUR

The amount of capital with which the corporation shall begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

This corporation shall at all times have at least ONE (1) Director. The stockholders of this corporation may, from time to time, and at any time increase or diminish the size of this corporation's board of directors, provided that the corporation shall at all times have a minimum of one (1) Director.

ARTICLE SIX

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

This corporation is authorized to issue shares of stock as follows:

A. DESIGNATION: The stock of this corporation shall be known as common stock.

ANTONIO AGUILERA, ESQ.  
2937 SW 27th Avenue #306  
Miami, FL 33133  
(305) 567-0673  
Fl. Bar No. 0454836

449600005824

B. AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is 500 shares and the same may be fractional.

C. PAR VALUE: Each share of Common Stock shall have the par value of ONE (\$1.00) DOLLAR per share.

D. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.

E. NON ASSESSABILITY: Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stock Holders of the Corporation.

G. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any rights of cumulative voting.

H. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

I. LIQUIDATION RIGHTS: Holders of Common Stock are entitled to receive their pro-rated share of any assets of this Corporation remaining after payment of all corporate debts and obligations, in the event of the liquidation or dissolution of this corporation.

#### ARTICLE EIGHT

449600005824

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect; unless, assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage 51%

2. Sale, Lease or Exchange of all or substantially all of this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

Required Percentage 51%

3. Merger or Consolidation of this Corporation into or with any other Corporation:

Required Percentage 51%

4. Voluntary Dissolution of this Corporation:

Required Percentage 51%

#### ARTICLE NINE

No record holder of stock of any class of this Corporation shall be entitled; as of right, to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or, of bonds, certificates of indebtedness, debentures, or such securities convertible into, or carrying the right to purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock may be issued, and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders of record, of any class, on the same terms, all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

#### ARTICLE TEN

The name and address of the initial directors and shareholders are as follows:

#### DIRECTOR

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

4885000005884  
44

**SHAREHOLDER**

ANTONIO M. AGUILERA

2937 S.W. 27TH Ave. #306  
Miami, Fl. 33133

**ARTICLE ELEVEN**

**STOCK TRANSFER RESTRICTION**

The transfer of stock by a stockholder of this corporation is restricted. Said Restrictions are to be found in the By-Laws of this Corporation or a Shareholders Agreement.

**ARTICLE TWELVE**

The Registered Agent and the registered office of this Corporation shall be:

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

**ARTICLE THIRTEEN**

The undersigned individual(s); competent to contract, execute this Certificate of Incorporation as it's initial Subscriber(s) and Director(s). The undersigned individual(s) shall hold office as Director until their successors have qualified, following their election or appointment. The street address in Florida of the principal office of this corporation shall be as follows:

Street Address:

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

The corporation shall change it's Principal office at any time.

Mailing address:

2937 S.W. 27th Ave. #306  
Miami, Fl. 33133

4885000005884  
44

h88500000914t

ARTICLE FOURTEEN

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a Director of the corporation (whether or not he or she is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him/her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of the duties imposed in him/her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

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

IN COMPLIANCE WITH SECTION 48,091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

GOLDEN PLATE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ANTONIO M. AGUILERA, OF 2937 S.W. 27TH AVE. #306, OF THE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
ANTONIO M. AGUILERA

April 23, 1996

h885000000914t

h885000009bH

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

  
ANTONIO M. AGUILAR

DATED: April 23, 1996

FILED  
96 APR 25 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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P96000036370

Charter Number Only

6/12/96

Sandi

Antonio Aguilera

Requester's Name

2937 SW 27 AVE. #1-300.

Address

MIAMI FL 33133

City

State

ZIP

Phone

445-2889  
669-2139A

VALIDATION ONLY

100001862061  
-06/14/96--01023--039  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION(S) NAME

Golden Pate, Inc.

96 JUN 17 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



Empire Toll Free: 1-800-432-3028

( ) Profit

( ) NonProfit

☒ Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent

( ) Certified Copy

( ) Photo Copies

( ) Certificate Under Seal

( ) Call When Ready

( ) Call If Problem

( ) After 4:30

☒ Walk In

( ) Will Wait

☒ Pick Up

( ) Mail Out

Name	6/17/96
Availability	
Document	ADH
Examiner	ADH
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

CR2E031 (R8-85)

X/00789, 00563, 00580, 00517  
02290, 00587,





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

June 14, 1996

Antonio Agullera  
2937 S.W. 27 Avenue  
#306  
Miami, FL 33133

SUBJECT: GOLDEN PLATE, INC.  
Ref. Number: P96000036370

We have received your document for GOLDEN PLATE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 896A00029806

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GOLDEN PLATE, INC.**

**FILED**  
96 JUN 17 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its initial articles of incorporation filed on April 26, 1996:

**FIRST: Amendments adopted:**

**ARTICLE EIGHT** should now read:

**ARTICLE EIGHT**

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect; unless, assented to in writing by the record holders of the required percentage of this Corporation's shareholders entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required Percentage 85%

2. Sale, Lease, Exchange or mortgaging of all or substantially all of this corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation:

Required Percentage 85%

3. Merger or Consolidation of this Corporation into or with any other Corporation:

Required Percentage 85%

4. Voluntary Dissolution of this Corporation:

Required Percentage 85%

**SECOND: Amendments adopted:**

**ARTICLE TEN** should now read:

**ARTICLE TEN**

The name and address of the initial directors and subscribers are as follows:

**DIRECTOR**

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. # 306  
Miami, Fl. 33133

**SUBSCRIBER**

ANTONIO M. AGUILERA

2937 S.W. 27th Ave. # 306  
Miami, Fl. 33133

**THIRD:** Add as an additional Article FIFTEEN:

**ARTILE FIFTEEN**

Wherever the word "shareholders" appeared in the original Articles of Incorporation, the intent was to insert the word "subscriber" at initio.

IN WITNESS WHEREOF, the undersigned Initial Director and Subscriber of this corporation has executed these Articles of Amendment this 7th day of June, 1996.



ANTONIO M. AGUILERA AS INITIAL  
DIRECTOR AND SUBSCRIBER , Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

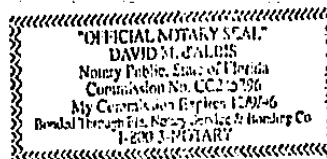
BEFORE ME, the undersigned authority, personally appeared ANTONIO M. AGUILERA, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed those Articles of Amendment for the purpose therein stated. Further, he provided a Florida Drivers License as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of June, 1996.



Notary Public, State of Florida

My commission Expires:



FL D.L. 06-14-56  
A246-013-56-214-0

FROM 1

P960000 36370

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:02 PM

((H96000015945 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: RASCO & REININGER  
CONTACT: CARLOS A GATO  
PHONE: (305)261-0500

ACCT#: 104076000124

FAX #: (305)267-1787

NAME: GOLDEN PLATE, INC.

AUDIT NUMBER.....H96000015945

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE  
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
 TO THE ARTICLES OF INCORPORATION OF  
 GOLDEN PLATE, INC.  
 a Florida corporation

The Articles of Incorporation of GOLDEN PLATE, INC., a Florida corporation, hereinafter referred to as the "Corporation," are amended as follows:

1. The name of the Corporation is GOLDEN PLATE, INC.

1. ARTICLE TEN of the Articles of Incorporation is hereby amended to reflect the name and address of all of the members of the board of directors of the Corporation to consists of the following:

RICARDO CAROZZI

407 Lincoln Road, Suite 6 G  
 Miami Beach, Florida 33139

DANIELA SILVINA CAROZZI

407 Lincoln Road, Suite 6 G  
 Miami Beach, Florida 33139

The foregoing Amendment to the Articles of Incorporation of the Corporation were duly adopted and approved at a special meeting of all of the Shareholders called expressly for the purpose of approving said Amendments and held on November 12, 1996, pursuant to Section 607.1003 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment to the Articles of Incorporation this 12 day of November 1996.

Attest:

GOLDEN PLATE, INC., a Florida  
 corporation

Daniela Silvina Carozzi, Secretary

By: Ricardo Diego Carozzi, President

CORP1622-11-1-1-1

This document prepared by:  
 Salomon B. Esquenazi, Esq.  
 Rasco & Reininger, P.A.  
 5200 Blue Lagoon Drive, Suite 700  
 Miami, Florida 33126  
 (305) 261-0500  
 Bar No. 992038

Audit No. H96000015945

## LAW OFFICES

**RASCO & REININGER**  
PROFESSIONAL ASSOCIATION

**THE WATERFORD**  
**5200 BLUE LAGOON DRIVE, SUITE 700**  
**MIAMI, FLORIDA 33126**  
**TELEPHONE (305) 261-0300**  
**TELEFAX (305) 267-1707**

HOWARD R. BUIAR  
ORLANDO J. CARRERA  
SALOMON D. ESQUENAZI  
PAUL HARALSON  
LUIS A. PEREZ  
RAMON H. RASCO  
STEVEN R. RUININOUR  
MERCEDES M. SHELLEK  
MICHAEL C. SLOTNICK, P.A.  
JORGE M. VIOIL

**JOSH MANUEL FALLI  
OF COUNSEL**

**December 26, 1996**

DEPARTMENT OF STATE  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, Florida 32314

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庫庫庫庫70.00 庫庫庫庫35.00

**Re: DECO SERVICES, INC. and GOLDEN PLATE, INC.**

**Dear Sir or Madam:**

Enclosed please find Statements of Change of Registered Office or Registered Agent or Both for Corporation, for the above-referenced corporations. Also enclosed is our check no. 1570 in the amount of \$70.00 representing your \$35.00 filing fee for each corporation.

Kindly file said Statements of Change. Thank you for your attention to this matter.

Very truly yours,

**RASCO & REININGER, P.A.**

Josefina C. Chaviano  
Corporate Legal Assistant

/jcc

**Enclosures**

corp\1602-1\change-ra.stm

FILED  
96 DEC 30 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,  
Florida Statutes, the undersigned corporation organized under the laws of the State of  
Florida submits the following statement in order to change its registered office  
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: GOLDEN PLATE, INC.

1b. Date of incorporation 4/26/1996 Document number 996000036370

2. The name and address of the current registered agent and office:

Antonio M. Aguilar

2937 S.W. 27th Avenue #306, Miami, Florida 33133

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

Miami Corporate Systems, Inc.

5200 Blue Lagoon Drive, Suite 700, Miami, Florida 33126

The street address of its registered agent and the street address of the business office  
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

*[Signature]*  
SIGNATURE

RICARDO DIEGO CAROZZI, President  
Typed or printed name and title

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-  
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*[Signature]*  
(Registered Agent)

DATE

12/23/96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00

**ROTH, MILNE & ROUSSO**

ATTORNEYS AT LAW

4380 SOUTH DIXIE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33186

LEONARDO A. ROTH

ROBERT A. MILNE\*

MARC E. ROUSSO

MARIE CATMAN

MICHAEL R. LARNE

\*BARRISTER IN ENGLAND AND WALSLEY  
ATTORNEY IN FLORIDA

TELEPHONE (305) 670-0004

FAX (305) 670-0000

NORTH DASH OFFICE

8075 NE 101 ST.

PH 3A

ATLANTA, FLORIDA 33100

TELEPHONE (305) 466-0022

FAX (305) 466-0000

(REPLY TO: MIAMI)

September 4, 1997

Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

Re: GOLDEN PLATE, INC.

Dear Sir/ Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed.

If you have any questions, please contact this office.

Very Truly Yours,

ROTH, MILNE & ROUSSO

LEONARDO A. ROTH

LEONARDO A. ROTH

LAR, er

Encl.

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP -8 PM 2:05

APPROVED  
AND  
FILED

*Handwritten:*  
CM  
P96000036370  
Amended  
2/8/97  
9



REPUBLIC OF ARGENTINA  
CITY OF BUENOS AIRES  
EMBASSY OF THE UNITED STATES OF AMERICA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GOLDEN PLATE, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST : The following shall be new corporate address of the  
aforementioned corporation:

4831 N.W. 99 Ct.  
Miami, Florida 33178

SECOND : The following shall be the new Registered Agent of  
the aforementioned Corporation:

Leonardo A. Roth, Esq.  
c/o Roth, Milne & Roussio  
9350 S. Dixie Hwy., PH2  
Miami, FL 33156

THIRD : The date of the Amendment's adoption  
August 13, 1997.

FOURTH : The Amendment was adopted by the Board of Directors  
without Shareholder Action and Shareholder Action  
was not required.

Signed this August 13, 1997.


GOLDEN PLATE, INC. PLA

  
RICARDO CAROZZI - DIRECTOR

I hereby am familiar with the duties and responsibilities as  
registered agent for said corporation.

  
By:  
Registered Agent

Prepared by:  
Leonardo A. Roth, Esq.  
9350 S. Dixie Hwy., PH2  
Miami, FL 33156  
Tel (305) 670-9994

  
Subscribed and sworn to before me  
this 27... day of August... 1997.

Christopher J. Randall  
Consul