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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GOLDEN FINANCIAL SERVICES OF FLORIDA, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GOLDEN FINANCIAL SERVICES OF FLORIDA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME/PRINCIPAL OFFICE ADDRESS

The name of the Corporation shall be the and its Principal Office Address is:

1426 BRICKELL AVENUE, SUITE 208, MIAMI, FLORIDA 33131

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida and the United States of America.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One hundred (100) shares

ARTICLE IV - PAR VALUE

The par value of each share of the Corporation shall be zero (0).

- 1 -

Alberto N. Trelles, Esq.
999 Ponce de Leon Blvd. #1000
Coral Gables, FL 33134
(305) 445-4468
FBN. 559751

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ARTICLE V. DURATION

The Corporation is to have perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLE VI. REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as follows:

ALBERTO N. TRELLES, ESQ.
SUITE 1150
999 PONCE DE LEON BLVD
CORAL GABLES, FLORIDA 33134

ARTICLE VII. RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

ALBERTO N. TRELLES, ESQ.
SUITE 1150
999 PONCE DE LEON BLVD
CORAL GABLES, FLORIDA 33134

ARTICLE VIII. DIRECTORS

This Corporation shall have one (1) director (s) initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the Stockholders.

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The name and street address of the Director(s) of the First Board of Director who shall hold office until their respective successors are elected and qualified is(are) as follows:

ALEJANDRO HERRERA 1428 BRICKELL AVENUE, S-208, MIAMI, FLORIDA 33134

ARTICLE IX - INITIAL OFFICERS

The name and street address of the Initial Officers who shall hold office until their respective successors are elected and qualified, is as follows:

PRESIDENT:	ALEJANDRO HERRERA
VICE-PRESIDENT:	ALEJANDRO HERRERA
SECRETARY:	ALEJANDRO HERRERA
TREASURER:	ALEJANDRO HERRERA

ARTICLE X - INCORPORATORS

The name(s) and address (es) of the person(s) signing these Articles of Incorporation

as Incorporator(s) is:

NAME

ADDRESS

ALBERTO N. TRELLES	999 PONCE DE LEON BLVD, S-1150 CORAL GABLES, FL 33134
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ARTICLE XI - PRE-EMPTIVE RIGHT

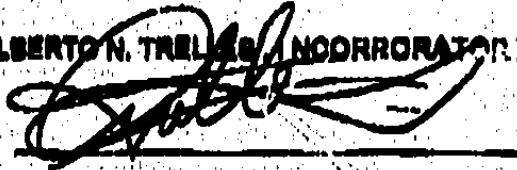
Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 2
Day of July, 1996

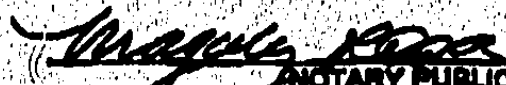
ALBERTO N. TRELLES, NOTORRATOR



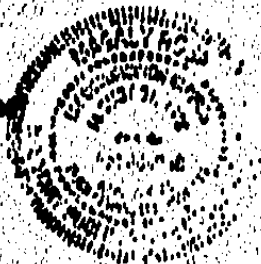
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, ALBERTO N. TRELLES, well known to me to be the person who subscribed to these Articles of Incorporation, who, after being duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

SWORN TO and subscribed before me, this 2 day of
July, 1996


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires



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

Pursuant to Chapter 607.304 Florida Statutes, the following is submitted in compliance with said Act:

THAT GOLDEN FINANCIAL SERVICES OF FLORIDA, INC., desiring to organize under the Laws of the State of Florida has named ALBERTO N. TRELLES, whose office is located at 999 PONCE DE LEON BLVD, S-1160, CORAL GABLES, FLORIDA 33134, as its agent to accept service of process within the State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami
County, Florida, on this 2nd day of July, 1996.


BY: **ALBERTO N. TRELLES**
RESIDENT AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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