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DRISCOLL & PRATS, P.A.

ATTORNEYS AT LAW

501 - 1ST AVENUE NORTH

SUITE 700

ST. PETERSBURG, FLORIDA 33701

TIMOTHY P. DRISCOLL  
CATHERINE C. PRATS

July 10, 1996

FILED  
JUL 12 PM 12:14  
C (010) 006-1144  
PAX (010) 006-0000

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000001892130  
-07/12/96--01043--006  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation for  
NATIONAL GOLD EXPOSITIONS, INC.

Ladies and Gentlemen:

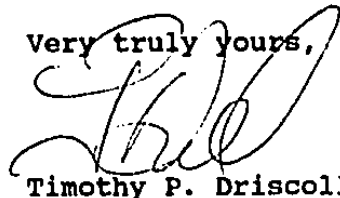
Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-referenced business, along with our firm's check in the amount of \$122.50 to cover the following:

\$ 52.50	Certified Copy
35.00	Filing Fee
<u>35.00</u>	Registered Agent

\$122.50

After filing the Articles, kindly return the original to me in the envelope provided.

Very truly yours,



Timothy P. Driscoll

TPD/st  
Enclosures

7-15-96  
GB

**ARTICLES OF INCORPORATION  
OF  
NATIONAL GOLD EXPOSITIONS, INC.**

FILED  
96 JUN 12 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

1.1. The name of the corporation is NATIONAL GOLD EXPOSITIONS, INC.

**ARTICLE II**

**Duration**

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

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

**ARTICLE IV**

**Capital Stock**

4.1 This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE V**

**Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

6.1 The street address of the initial registered office of this corporation is Driscoll & Prats, P. A. 501 1st Street N., Suite 700, St. Petersburg, FL 33701, and the name of the initial registered agent of this corporation is Driscoll & Prats, P. A.

6.2 The corporation's initial principal place of business will be:

14309 North Dale Mabry  
Tampa, Florida 33618

## **ARTICLE VII**

### **Initial Board of Directors**

7.1 This corporation shall have two (2) directors initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The names and addresses of the initial directors of this corporation are:

Mark Yaffe  
14309 North Dale Mabry  
Tampa, FL 33618

Alan Yaffe  
14309 North Dale Mabry  
Tampa, FL 33618

## **ARTICLE VIII**

### **Incorporator**

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

Mark Yaffe  
14309 North Dale Mabry  
Tampa, FL 33618

**ARTICLE IX**

**Indemnification**

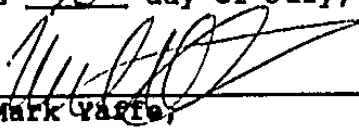
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE X**

**Amendment**

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of July, 1996.

  
\_\_\_\_\_  
Mark Yaffe,  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of July, 1996, by Mark Yaffe, who is personally known to me or who produced \_\_\_\_\_ as identification, and who did take an oath.

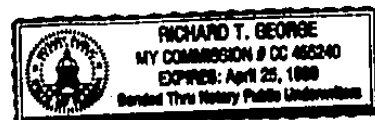
Notary Public:

Sign: 

Print: RICHARD T. GEORGE  
State of Florida at Large

My Commission Expires:

Commission Number:



CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for NATIONAL GOLD EXPOSITIONS, INC., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

DRISCOLL & PRATS, P. A.

By: 

TIMOTHY P. DRISCOLL, President

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of July, 1996, by TIMOTHY P. DRISCOLL, who is personally known to me and who did take an oath.

Notary Public:

Sign: 

Print: SUSAN C. THOMPSON

State of Florida at Large

My Commission Expires:

Commission # CC421773 EXPIRES

December 31, 1998

BONDED THROUGH TROY FARM INSURANCE, INC.