

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
96 AUG -9 PM 1:13
TALLAHASSEE, FLORIDA

AL JUL - 9 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up 5/9 12:30

11-2525-7 POWERS & WIC, THOMASVILLE, GA.

RE: Uninet Corp. No. 53085

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Fila		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fila		
<input type="checkbox"/> Foreign Corp. Fila		
<input checked="" type="checkbox"/> () Cert. Copy(s) <i>photo</i>		
<input type="checkbox"/> Art. of Amend. Fila		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S -		
<input type="checkbox"/> Fictitious Name Fila		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement	****70.00	****70.00
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Fila		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
96 AUG -9 PM 1:13
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
FOR
UNINET GOLD, INC.

FILED
95 AUG - 9 PM 1:13
CLERK
FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

ARTICLE I
Corporation Name

The name of the corporation is : UNINET GOLD, INC.

ARTICLE II
Duration

This corporation shall exist perpetually, unless other wise dissolved according to Florida law.

ARTICLE III
Purpose

The purpose of this corporation is to conduct normal business activities as permitted under the laws of the State of Florida.

ARTICLE IV
Capital Stock

This corporation is authorized to issue 16 shares of common stock having a normal par value of \$ 1.00.

ARTICLE V
Election

The corporation elects organization under subchapter "S". The board of directors shall be required to forever maintain this status.

ARTICLE VI
Initial Registered Agent and Office

The name and street address of the Registered Agent of this corporation is :

Steven N. J. deLaroche, Esquire
100 South Beach Street, Suite 212
Daytona Beach, Florida 32114

The mailing address of this corporation is :

100 South Beach Street, Suite 212
Daytona Beach, Florida 32114

ARTICLE VII
Initial Incorporator

The names and street addresses of the initial Board Incorporator is:

Russ Hamilton
140 South Beach Street, Suite 307
Daytona Beach, Florida 32114

ARTICLE VIII
Initial Board of Directors

This corporation shall initially have four (4) directors. The number of directors of this corporation may be changed at any time, but shall never be less than one.

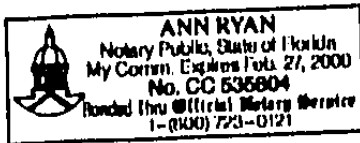
The names and street addresses of the initial Board of Directors are:

President :	Kim Bercher 2644 South Central Avenue Flagler Beach, Florida 32136
Vice President:	Linda Hamilton 528 North Halifax Avenue, #8 Daytona Beach, Florida 32118
Secretary:	Susan Begin 550 Scott Drive Ormond Beach, Florida 32174

Treasurer:

Wanda Morton
167 South State Road #415
New Smyrna Beach, Florida 32168

The undersigned subscribers, in witness hereof, have executed these Articles of Incorporation this 6th day of August of 1996.



Russ Hamilton
RUSS HAMILTON

State of Florida
County of Volusia

Sworn to and subscribed before me this 6th day of August, 1996.

Ann Ryan
Notary Public,
State of Florida
My Commission Expires : 2/27/2000

**REGISTERED AGENT
CERTIFICATE AND ACKNOWLEDGMENT**

FILED
96 AUG -9 PM 1:13
STATE
FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

UNINET GOLD, INC.

THE NAME OF THE CORPORATION IS: UNINET GOLD, INC.

**THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS REGISTERED OFFICE AS
INDICATED IN THE ARTICLES OF INCORPORATION AT:**

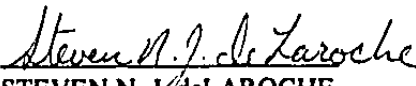
**100 SOUTH BEACH STREET, SUITE 212
DAYTONA BEACH, FLORIDA 32114**

HAS NAMED STEVEN N. J. deLAROCHE, ESQUIRE

**LOCATED AT THE HEREIN MENTIONED ADDRESS, AS ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS
STATE.**

**100 SOUTH BEACH STREET, SUITE 212
DAYTONA BEACH, FLORIDA 32114**

**I HEREBY ACCEPT THE DUTY TO ACT AS REGISTERED AGENT AND
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AND AGREE TO COMPLY WITH THE PROVISIONS OF THE LAWS OF THE
STATE OF FLORIDA IN KEEPING OPEN SAID OFFICE.**


STEVEN N. J. deLAROCHE