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**ARTICLES OF INCORPORATION
OF**

WEST PALM BEACH GOLD CONSULTING CORP.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **WEST PALM BEACH GOLD CONSULTING CORP.**

2. The duration of the corporation shall be perpetual.

3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

4. The aggregate number of shares which the corporation shall have authority to issue is **200 NPV** shares, all without par value and of one class.

5. The principal address and mailing address of the corporation will be: **1101 VICTORY CIRCLE, BOYNTON BEACH, FL 33436** and the name of its initial registered agent at such address is **JACK STEIN**.

6. The number of directors constituting the initial board of directors is **ONE (1)** and the name and address of each person who is to serve as a member thereof is as follows:

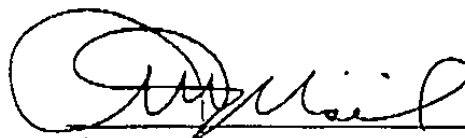
JACK STEIN, 1101 VICTORY CIRCLE, BOYNTON BEACH, FL 33436

7. The name and address of the sole incorporator is: **MARC D. MOEL, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 09/17/96

BlumbergExcelisor
62 White St.
New York, NY 10013
212-431-5000


MARC D. MOEL
Sole Incorporator

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of WEST PALM BEACH GOLD CONSULTING CORP. , the within named corporation.

Dated: 9/17/96


JACK STEIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BlumbergExcelsior
62 White St.
New York, NY 10013
212-431-5000

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