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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GOLD KEY ACCOUNTING, INC.

AUDIT NUMBER.....H96000013870

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
GOLD KEY ACCOUNTING, INC.

H96000013870

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY PROCEEDS TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

The name of the corporation is:

GOLD KEY ACCOUNTING, INC.

ARTICLE II

The principal address of the corporation is:

13351 S.W. 79th Street  
Miami, Florida 33183

ARTICLE THREE

The number of shares of stock that this corporation is authorized to have outstanding at any one time:

One hundred shares  
Par \$1.00

ARTICLE FOUR

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ANGELA E. PANIAGUA  
13351 S.W. 79th Street  
Miami, Florida 33183

ARTICLE FIVE

The name and address of the Incorporator to these Articles of Incorporation is:

ANGELA E. PANIAGUA  
13351 S.W. 79th Street  
Miami, Florida 33183

ELENA MOURE-DOMECA, ESQ.  
FL BAR NO. 0001783  
1408 SW 6 ST.  
Miami, FL 33135  
(205) 250.9911

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## ARTICLE SIX

The number of the Board of Directors, if any shall be determined from time to time by the By-Laws:

The undersigned have executed these Articles of Incorporation this 30th day of September 1996.

  
Angela E. Paniagua  
President

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501. Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida. The name of the corporation is:

GOLD KEY, ACCOUNTING, INC.

The name and address of the registered agent and office is:

ANGELA E. PANIAGUA  
13351 S.W. 79th Street  
MIAMI, FLORIDA 33183

  
Angela E. Paniagua/President

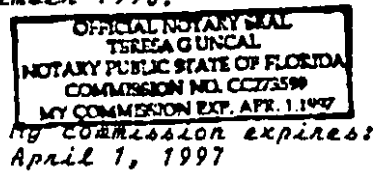
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

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Witness my hand and official seal in the county and state named  
above, this 30th day of September 1996.

  
Notary Public



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