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PAULA A. WILLIS, ESQUIRE

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300 S.E. 1ST AVENUE, SUITE C

POST OFFICE BOX 5820

OCALA, FLORIDA 34478

October 21, 1996

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

Re: Florida Gold and Diamond, Inc.

Dear Sir or Ma'am:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation with regard to the above corporation.

Also enclosed is my check in the amount of \$122.50, representing \$35.00 filing fee, \$35.00 registered agent fee, and \$52.50 for a certified copy of the Articles of Incorporation.

Thank you for your assistance and cooperation in this matter. Should you have any comments or questions, please feel free to contact me.

Sincerely,



Paula A. Willis, Esquire
PAULA A. WILLIS, P. A.

PAW/lfp
enclosures

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ARTICLES OF INCORPORATION
OF
FLORIDA GOLD AND DIAMOND, INC.

The undersigned Incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation shall be Florida Gold and Diamond, Inc.

ARTICLE TWO
REGISTERED OFFICE AND AGENT

The location and mailing address of the Corporation's initial registered office in Florida is:

300 SE First Avenue, Suite C
Ocala, Florida 34471

The initial registered agent at the registered office is:

Paula A. Willis, P.A.

The corporation's principal office and mailing address is:

44 SE First Avenue, Suite 315
Ocala, Florida 34471

ARTICLE THREE
PURPOSE

The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE FOUR
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE FIVE
INCORPORATORS**

The name and post office address of the Incorporators are:

Name	Address
Harvey DelValle	44 SE First Avenue, Suite 315 Ocala, Florida 34471
Peter Chacon	44 SE First Avenue, Suite 315 Ocala, Florida 34471

**ARTICLE SIX
DIRECTORS**

The Board of Directors shall consist of 2 members initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the first Board of Directors is:

Name	Address
Harvey DelValle President/Secretary	44 SE First Avenue, Suite 315 Ocala, Florida 34471
Peter Chacon Vice-President/Treasurer	44 SE First Avenue, Suite 315 Ocala, Florida 34471

**ARTICLE SEVEN
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with par value of \$1.00 per share.

ARTICLE EIGHT STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$100.00.

ARTICLE NINE AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 5 day of November, 1996.


HARVEY DeVALLE

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 5 day of November, 1996, by HARVEY DeVALLE, who is personally known to me or who has produced personally known identification and who did take an oath.

Print: ELIZABETH Hunt.

Signature: Elizabeth Hunt.

Notary Public, State of Florida
Commission Expires: Sept 98


PETER CHACON



{Seal}
ELIZABETH L. HUNT
My Commission CC405289
Expires Sep. 06, 1998
Bonded by HAI
100-422-1555

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 31 day of October, 1996, by PETER CHACON, who is personally known to me or who has produced personally known as identification and who did take an oath.

Print: ELIZABETH L Hunt.

Signature: Elizabeth L Hunt.

Notary Public, State of Florida
Commission Expires: Sept 98



ELIZABETH L. HUNT
My Commission CC405289
Expires Sep. 06, 1998
Bonded by HAI
100-422-1555

{Seal}

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS
MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FLORIDA GOLD AND DIAMOND, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Ocala, County of Marion and State of Florida has named Paula A. Willis, P. A., as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 10-31-96



PAULA A. WILLIS, ESQUIRE
PAULA A. WILLIS, P.A.
REGISTERED AGENT

FILED
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TALLAHASSEE, FLORIDA