

P96000096739
KERRY R. SCHWENCKE P.A.
LAW OFFICES

KERRY R. SCHWENCKE, ESQ.

November 19, 1996

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

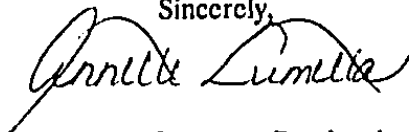
100002010971---5
-11/21/96--01038--027
****122.50 ****122.50

RE: Costa Rican Gold Investment Corporation - Articles of Incorporation

Dear Sirs:

Pursuant to the above referenced, enclosed herewith please find the original Articles of Incorporation to be filed by the Secretary of State. Also, attached hereto please find this firms check #4604, in the amount of \$122.50, payable to the Secretary of State. These funds represents the filing fees to file the enclosed Articles of Incorporation and return a Certified Copy back to this office. Upon your receipt and review of this package, should you have any comments or questions concerning this matter, please do not hesitate to immediately contact this office. Thank you in advance for your cooperation and expedition of this matter.

Sincerely,



Annette Lumetta, Paralegal

FILED
56 NOV 21 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-2-96
KR

ARTICLES OF INCORPORATION
OF
COSTA RICAN GOLD INVESTMENT CORPORATION

ARTICLE I

Name

The name of the corporation is COSTA RICAN GOLD INVESTMENT CORPORATION, and its principal business address is 105 South Narcissus Avenue, Suite #602, West Palm Beach, Florida 33402.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares of ONE DOLLAR (\$1.00) per value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Boulevard, Suite #720, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is KERRY R. SCHWENCKE, P.A..

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

KERRY R. SCHWENCKE	1645 Palm Beach Lakes Boulevard
	Suite #720
	West Palm Beach, Florida 33401

ARTICLE VII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE VIII

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against

any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE X

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

ARTICLE XII

Officers and Directors

The Offices of the corporation will be performed by the following individuals who are also the Directors of the Corporation:

JOHN MICHAEL PARRY	President/Director
NORMAN H. THOMAS	Vice President/Director
JESSIE J. PARRY	Secretary/Director
SUSAN S. THOMAS	Treasurer/Director

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of November, 1996.



KERRY R. SCHWENCKE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of November, 1995, by KERRY R. SCHWENCKE, who is personally known to me or has produced it as identification and who did (did not) take an oath.

Annette Lumetta

(printed)  ANNETTE LUMETTA
My Commission CC455094
Expires May 21, 1998
Bonded by HAI
800-422-1555

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: KERRY R. SCHWENCKE

DATE: 11/19/96

96 NOV 21 11 12 AM '96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000096739
KERRY R. SCHWENKE P.A.
LAW OFFICES
KERRY R. SCHWENKE, C.

January 9, 1997

Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

600002057166--1
-01/14/97--01118--010
*****96.25 *****35.00
35.00

Amend

RE: Articles of Amendment to Article of Incorporation of Costa
Rican Gold Investment Corporation, Inc.
Corporate Charter #P96000096739

FILED
97 JAN 14 PM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Enclosed herewith please find the original fully executed Amendment, as above referenced. Also, enclosed is this firm's check #4693 payable to the Secretary of State in the amount of \$35.00. This amount represents the applicable filing fees due. Upon your receipt of this package, please file the enclosed Amendment and forward confirmation of same to this office. Should you have any comments or questions concerning this matter, please do not hesitate to contact this office. Again, thank you for your continuing cooperation.

Sincerely,

Annette Lumetta

Annette Lumetta, Paralegal

cc. client

Name	1/21/97
Availability	
Document	104
Examiner	104
	104
	104
W.P. Verdyer	104

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

COSTA RICAN GOLD INVESTMENT CORPORATION, INC.

FILED
97 JAN 16 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation, filed November 21, 1996, under #P96000096736.

FIRST: Amendment of Officers of the Corporation are as follows:

NORMAN H. THOMAS, President/Director

JOHN MICHAEL PARRY, Vice President/Director

JESSIE J. PARRY, Vice President/Director

SUSAN S. THOMAS, Secretary/Treasurer

SECOND: This Amendment was adopted by the Board of Directors on the 2nd day of January, 1997.

THIRD: All provisions and covenants of the Articles of Incorporation remain unamended and in full force and effect.

FOURTH: The Amendments were approved by the Shareholders. The number of votes cast for the Amendments were sufficient for approval.

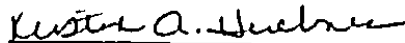
Dated this 2nd day of January, 1997.

COSTA RICAN GOLD INVESTMENT
CORPORATION, INC., a Florida
corporation

By: 
SUSAN S. THOMAS, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th day of January, 1997, by SUSAN S. THOMAS, Secretary of COSTA RICAN GOLD INVESTMENT CORPORATION, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification and did (did not) take an oath.



KRISTEN A HUEBNER
(printed)



KRISTEN A. HUEBNER
COMMISSION # CC 497543
EXPIRES SEP 24, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.