

# 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 \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

**EFFECTIVE DATE**  
2-5-97

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAAP \_\_\_\_\_

WALK-IN Will Pick Up 2/6 1100 2/6

RE: Number 111 Gold,

Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service	000002079990--4	
<input type="checkbox"/> Document Filing	02/06/97--01019--029	
	***122.50 ***122.50	
<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 File		
<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 Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

SUBTOTALS \_\_\_\_\_

FEE.....	97 FEB -6 PM 12:22	97 FEB -6 AM 10:00
DISBURSED.....		
BURCHARGE.....		
TAX on corporate supplies.....		
SUBTOTAL.....		
PREPAID.....		
BALANCE DUE.....		

RECEIVED  
97 FEB -6 PM 12:22  
97 FEB -6 AM 10:00  
SECRETARY OF STATE DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

2-5-97FILED  
97 FEB -6 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION  
OFNUMBER 111 GOLD, INC.

I, the undersigned, for the purposes of becoming a corporation under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit, file these Articles of Incorporation.

## ARTICLE I

The name of the corporation is:

NUMBER 111 GOLD, INC.

## ARTICLE II

The general nature of the business or business to be transacted is as follows:

Section 1: To do retail jewelry sales; to buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith; and doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

Section 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

Section 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

Section 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other State in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the

accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere.

#### ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE IV

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of their discretion.

#### ARTICLE V

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares at FIVE (\$5.00) DOLLARS par value, unless duly changed in accordance with the Laws of the State of Florida. It is the intention of this corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

#### ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII

The street address of the initial registered office of this corporation in the State of Florida is:

NUMBER 111 GOLD, INC.  
36 N. E. 1st Street, Suite 300  
Seybold Building  
Miami FL 33132

and the name of the initial registered agent of this corporation at that address is GUDRUN LEISSERING.

The street address of the principal place of business of the corporation and the mailing address of the corporation is:

NUMBER 111 GOLD, INC.  
36 N. E. 1st Street, Suite 300  
Seybold Building ( MAIL: P. O. BOX 112407  
Miami, FL 33132 ( Miami FL 33111

The corporation may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

## ARTICLE VIII

This corporation shall exist perpetually.

## ARTICLE IX

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one.

## ARTICLE X

The name and street address of the first Board of Directors of this corporation, who shall hold office until the organization meeting of this corporation, and until their successors are elected and have qualified, are:

Michael Leisseries, President, Treasurer & Director  
Gudrun Leisseries, V. Pres., Secretary & Director, both  
of:  
NUMBER 111 GOLD, INC. (Mail: P.O.BOX 112407  
36 N. E. 1st Street Suite 300 Miami FL 33111  
Miami, FL 33132

## ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is:

Gudrun Leisseries, Vice President, Secretary & Director  
36 N. E. 1st Street Suite 300 (Mail: P.O.BOX 112407  
Miami FL 33132 (Miami FL 33111


## ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

## ARTICLE XIII

In accordance with F.S.607.167, the date of corporation existence of this corporation shall be the date of subscription and acknowledgement of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I, the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 5<sup>th</sup> day of February, 1997.

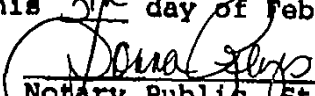
  
Gudrun Leisseries, V. President,  
Secretary & Director.

STATE OF FLORIDA )

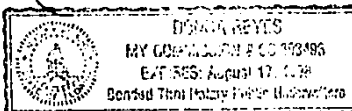
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, this day personally appeared GUDRUN LEISSERING before me, and he executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

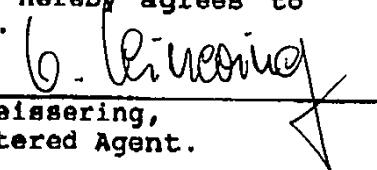
WITNESS my hand and official seal in the County and State named above, this 5th day of February, 1997.

  
Notary Public, State of Florida

My Commission Expires:



THE UNDERSIGNED hereby accepts the designation of Registered Agent and hereby agrees to comply with all pertinent Statutes.

  
Gudrun Leissering,  
As Registered Agent.