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March 5, 1997

P97000024651

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002112489--7
-03/13/97--01055--007
*****122.50 *****122.50

RE: Gold Minds, Inc.
a Florida Corporation

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-captioned corporation and a check in the amount of \$122.50 representing the filing fees, designation of registered agent fees and fees for obtaining a certified copy.

Very truly yours

FREIDIN & POLLACK

By: 
HOWARD FREIDIN

HF/lc
Enclosures

cc: Mr. Stephen D. Merkle (w/enclosure)

97 MAR 13 PM 12:03
FLORIDA STATE
DIVISION OF CORPORATIONS

Sharon Lerner
AUTHORIZATION BY PHONE TO
CORRECT *B.A. Address*
DATE *3/19/97*
DOC. EXAM *gg*

gg 3/19/97

ARTICLES OF INCORPORATION
OF
GOLD MINDS, INC.

FILED
CLERK OF STATE
CORPORATIONS
97 MAR 13 PM 12:03

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Gold Minds, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5210 S.W. 12th Place
Cape Coral, FL 33914

ARTICLE III CAPITAL STOCK

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

1000, \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Stephen D. Merkle
5210 S.W. 12TH PLACE
Cape Coral, FL 33914

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Stephen D. Merkle
P.O. Box 1131
Cape Coral, FL 33910-1131

The undersigned has executed these Articles of Incorporation this 11 day of March 1997.



STEPHEN D. MERKLE

CERTIFICATION OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

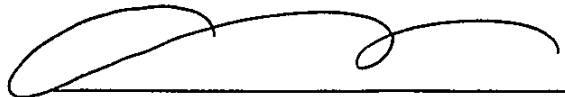
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 PM 12:03

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.

1. The name of the corporation is: GOLD MINDS, INC.

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

Stephen D. Merkle
5210 S.W. 12TH PLACE
Cape Coral, FL : 33914

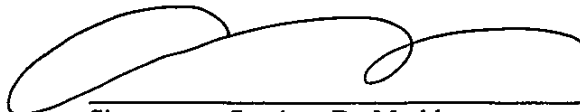


Corporate Officer - Stephen D. Merkle

Title: President

Date: 3-11-97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certification, 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 accept the obligations of my position as registered agent.



Signature - Stephen D. Merkle

Date: 3-11-97