

P97000032564

MARC L. BARBAKOFF
2450 N.E. MIAMI GARDENS DRIVE
SUITE 100
MIAMI, FLORIDA 33180-2717

ADMITTED IN FLORIDA AND NEW YORK

DADE (305) 485-0177
BROWARD (954) 761-7227

March 20, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
"The Old Jail"
Tallahassee, Florida 32301

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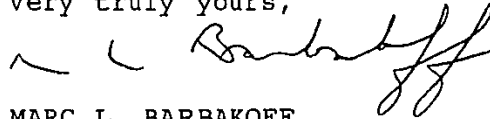
RE: ~~Golden Mine Corp.~~

Dear Sir or Madam:

Enclosed please find articles of incorporation to be filed with your office. I have enclosed my check in the amount of \$122.50.

If you have any questions or concerns please do not hesitate to contact me.

Very truly yours,



MARC L. BARBAKOFF

MLB/ag
Enclosures
cc: Mr. Sam Cohen

03/25/97
11:00
Barbakoff

502.
W97 - 7250

4/10/97

LAW OFFICES
MARC L. BARBAKOFF
2450 N.E. MIAMI GARDENS DRIVE
SUITE 100
MIAMI, FLORIDA 33130-2717

ADMITTED IN FLORIDA AND NEW YORK

DADE (305) 645-0177
BROWARD (305) 761-7227

April 4, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
"The Old Jail"
Tallahassee, Florida 32301

RE: Golden Mine Corp.
Ref. Number W9700007250

Dear Sir or Madam:

Enclosed please find articles of incorporation to be filed with your office together with your letter dated March 28, 1997.

If you have any questions or concerns please do not hesitate to contact me.

Very truly yours,


MARC L. BARBAKOFF

MLB/ag
Enclosures
cc: Mr. Sam Cohen

APR 10 1997
10:11 AM
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

STATE OF FLORIDA
DEPARTMENT OF STATE
MARCH 28 1997

March 28, 1997

MARC L. BARBAKOFF, ESQUIRE
2450 NE MIAMI GARDENS DRIVE #100
MIAMI, FL 33180-2717

SUBJECT: GOLDEN MINE CORP.
Ref. Number: W97000007250

We have received your document for GOLDEN MINE CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 697A00015821

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 APR 19 PM 1:03

GOLD SHINE CORP.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do, by these Articles set forth:

ARTICLE ONE - NAME

The name of this corporation is **GOLD SHINE CORP.**

ARTICLE TWO - DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE - PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do, to wit:

(A) To buy, sell, manufacture, repair and design jewelry, precious stones and precious metals on the wholesale and retail market.

(B) To purchase, lease, conduct, operate and negotiate to purchase or lease, and to maintain, a store or stores, offices, warehouse or other premises for sales, distribution centers, warehousing, telephone facilities, storage centers, or other outlets for the purpose of conducting the business of the corporation.

(C) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other acts and things and to exercise any and all powers which a co-partnership or a natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied or things which are necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of share which the corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of the corporation is 18861 Biscayne Blvd., Booth #22, North Miami Beach, Florida 33180.

The Registered Agent shall be MARC L. BARBAKOFF, ESQ., whose address is 2450 N.E. Miami Gardens Drive, Miami, Florida 33180.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| SAM COHEN | 18861 Biscayne Blvd. - Booth #22 North Miami Beach, Florida 33180 |

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

| | |
|-----------|--|
| SAM COHEN | 18861 Biscayne Blvd. - Booth #22 North Miami Beach, Florida 33180 |
|-----------|--|

ARTICLE EIGHT - INITIAL OFFICERS

| | |
|-----------|-------------------------------|
| SAM COHEN | PRESIDENT/SECRETARY/TREASURER |
|-----------|-------------------------------|

ARTICLE NINE - SUBSCRIBERS

The names and street addresses of each subscriber and the number of shares of stock which each agreed to take are as follows, all the proceeds which will amount to at least Two Hundred and Fifty Dollars (\$250.00).

| | |
|-----------|---------------------|
| SAM COHEN | 250 SHARES/\$250.00 |
|-----------|---------------------|

ARTICLE TEN - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20 day of March, 1997.



SAM COHEN, Incorporator

STATE OF FLORIDA))SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of March, 1997, by SAM COHEN.

/_____/ who is personally known to me; or
/✓_/ who has produced a driver's license or _____
as identification and who did/did not take an oath.



NOTARY PUBLIC, STATE OF FLORIDA




ANA M GUTIERREZ
My Commission CC487131
Expires May 24, 1999
Bonded by ANB
800-852-8878

**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **GOLD SHINE CORP.** 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 Miami, County of Dade, and the State of Florida, has named **MARC L. BARBAKOFF, ESQ.**, located at 2450 N.E. Miami Gardens Drive, Miami, Florida as its agent to accept service of process within its State.



INCORPORATOR

DATED: 3/20/97

STATE OF FLORIDA
MARCH 20 1997
11:00
SECRET

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.



REGISTERED AGENT

DATED: 3/20/97