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4/29/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SG GOLD SYSTEM CORPORATION

AUDIT NUMBER.....H97000007004

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

4 pages

FILED
97 APR 29 AM 10:09
TALLAHASSEE, FLORIDA

[Signature]
4/30

H97000007004

ARTICLES OF INCORPORATION
OF
SG GOLD SYSTEM CORPORATION

97 APR 29 AM 10:09
SECRET
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

SG GOLD SYSTEM CORPORATION

The principal place of business of this corporation shall be:

800 NORTH MIAMI AVENUE #1709E, MIAMI, FLORIDA 33136

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

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

100 SHARES AT \$1.00 PER VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

JOSE SANTIAGO GARCIA

800 North Miami Avenue #1709E, Miami, FL 33136

CARMEN GARCIA

800 North Miami Avenue #1709E, Miami, FL 33136

Prepared by: Julio C. Lora, 420 Lincoln Rd Suite 203, Miami Beach, FL 33139

Telephone: (305) 535-4264 Fax: (305) 535-4263

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ARTICLE VI INCORPORATOR(S)

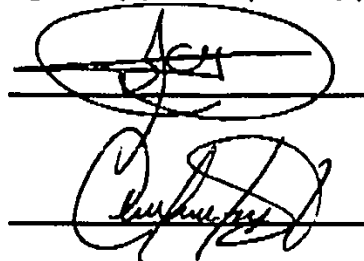
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

JOSE SANTIAGO GARCIA
800 North Miami Avenue #1709E, Miami, FI 33136

CARMEN GARCIA
800 North Miami Avenue #1709E, Miami, FI 33136

IN WITNESS WHERE OF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 22 day of February 1997.

signature(s) of incorporator(s)

The block contains two handwritten signatures. The first signature, for Jose Santiago Garcia, is written on a horizontal line and is enclosed in an oval. The second signature, for Carmen Garcia, is written on a horizontal line below the first one.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

SG COLD SYSTEM CORPORATION

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

CARMEN GARCIA
800 North Miami Avenue #1709E, Miami, FL 33139

SIGNATURE: _____

TITLE: TREASURER

DATE: 4/29/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: _____

DATE: 4/29/97

97 APR 29 AM 10:09
STATE OF FLORIDA
TALLAHASSEE
FBI 2319

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