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May 15, 1997

VIA AIRBORNE OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: LarGold Incorporated

Dear Sirs:

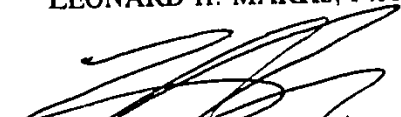
Enclosed please find an original and copy of Articles of Incorporation, for the above-referenced corporation along with our firm check in the amount of One Hundred Twenty-Two Dollars (\$122.50) and Fifty Cents for your fee as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

Please return the certified copy of the Articles in the self-addressed, stamped envelope I have provided. Thank you.

Very truly yours,

LEONARD H. MARKS, P.A.


Leonard H. Marks, Esquire

FILED
97 MAY 16 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LHM:seh
Enclosures

goldom/largold/SECSTATE.LTR

Sharon GAVE
AUTHORIZATION BY PHONE TO
CORRECT Incorporator name
DATE 5/20/97
DCC, EXAM.

-m 5/20/97

FILED
97 MAY 16 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LarGold Incorporated**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is: LarGold Incorporated.

ARTICLE II - PRINCIPAL OFFICE

The principal office, if known, and a mailing address of the corporation is as follows:

<u>Principal Office</u>	<u>Mailing Address</u>
5410 Pioneer Park Blvd. Suites D and E Tampa, Florida 33634	Same

ARTICLE III - COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence on the date of the filing of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - AUTHORIZED SHARES

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The shares of stock may be issued for such consideration, having a value not less than the par value, if any, of the shares issued therefor, as is determined from time to time by

the board of directors, to be paid, in whole or in part, in cash or other property. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. The name and address of the initial directors who shall hold office until their successor, who shall be chosen at the first meeting of the shareholders have qualified, shall be:

<u>Name</u>	<u>Address</u>
Frank A. Goldoni	1597 Virginia Avenue Palm Harbor, Florida 34683-4602
Nancy J. Goldoni	1597 Virginia Avenue Palm Harbor, Florida 34683-4602

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Leonard H. Marks

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 500 East Kennedy Blvd., Tampa, Florida 33602, and the name of the initial registered agent of the corporation at that address is Leonard H. Marks.

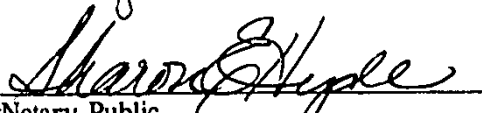
IN WITNESS WHEREOF, the undersigned, as incorporator hereby executes these articles of incorporation this 15 day of May, 1997.



LEONARD H. MARKS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15 day of May, 1997, by Leonard H. Marks, who ~~has produced~~ personally known ~~as identification~~ to me and who did not take an oath.



Notary Public
Print Name: SHARON E HYDE



Sharon E Hyde
My Commission CC821520
Expires February 13, 2001

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT


I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The undersigned hereby accepts the designation as registered agent of the above corporation.


LEONARD H. MARKS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15 day of May 1997, by Leonard H. Marks, who ~~has produced~~ personally known ~~as~~ as ~~identification~~ to me and who did not take an oath.


Notary Public
Print Name: SHARON E. HYDE



Sharon E Hyde
My Commission CC621620
Expires February 13, 2001

FILED
97 MAY 16 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA