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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: GOLD AND CASH CORPORATION

AUDIT NUMBER.....H97000008124

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 16, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: GOLD AND CASH CORPORATION
REF: W97000011518

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

The name conflict is "GOLD-N-CASH INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document SpecialistFAX Aud. #: H97000008124
Letter Number: 697A00026548

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**ARTICLES OF INCORPORATION
OF
GOLD, CASH AND DIAMONDS CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is GOLD, CASH AND DIAMONDS CORPORATION.

ARTICLE II

The term for which this corporation shall exist shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

All business permitted by the Florida Statutes, including, but not limited to the following:

- The management of pawn shops.
- To provide financing to individuals and entities.
- To provide mortgages and loans on real and personal property.
- To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.
- To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing

This document prepared by:
Cristina De Oliveira, Esq.
2701 Le Jeune Road Suite 345
Coral Gables, Fl. 33134
(305) 444-9012
Florida Bar #307157

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EMPIRE CORPORATE KIT

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plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

To own, lease, use, experiment in, buy, sell, and develop patents and patent rights of all kinds and for items, objects, products, mechanisms, and goods of all kinds and nature, and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesaler, retailer, importer, and exporter, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

ARTICLE IV

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock".

ARTICLE V

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of the corporation.

ARTICLE VI

The principal place of business of this corporation shall be: 6500 S.W. 67th

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Avenue, South Miami, FL.

The name of the initial registered agent of this corporation is: Cristina De Oliveira, Esq.

The address of the initial registered agent is: 2701 La Jeune Road, Suite 345, Coral Gables, FL 33134.

ARTICLE VII

This corporation shall initially have as directors those persons who are designated below in this Article. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

Renaldo Mesa

6500 S.W. 67th Avenue
South Miami, FL

ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President

Renaldo Mesa
6500 S.W. 67th Avenue
South Miami, FL

ARTICLE IX

The name and address of the person signing these Articles is: Renaldo Mesa,

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6500 S.W. 67th Avenue, South Miami, FL.

ARTICLE X

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act.

ARTICLE XII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conference as provided by law.

ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XIV

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

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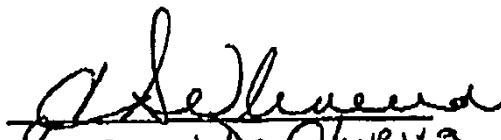
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation, this 17 day of May, 1997.

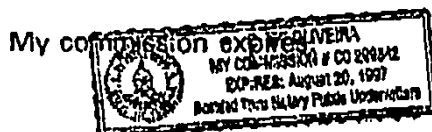

Renaldo Mesa

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 17 day of May,
1997 by Renaldo Mesa, who is personally known to me or who has produced
personally known (type of identification) as identification and who did
(did not) take an oath.


Cristina De Oliveira
Notary Public, State of Florida



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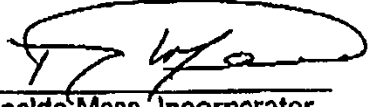
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Fla. Stats., the following is submitted:

GOLD, CASH AND DIAMONDS CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located 6500 S.W. 67th Avenue, Miami, Fl. has named Cristina De Oliveira, Esq., located at 2701 Le Jeune Road, Suite 345, Coral Gables, FL 33134 as its agent to accept service of process within the State of Florida.

Signature:


Renaldo Mesa, Incorporator

Dated

5/15/97

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 order and complete performance of my duties.

Signature:


Cristina De Oliveira
Registered Agent

Dated

5/15/97

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