

FILED
SECRETARY OF STATE
DEPT. OF CORPORATIONS

97 JUN -2 AM 7:45

P97000048934

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Corporate Records
Florida Department of State
409 E. Gains Street
P.O. Box 6327
Tallahassee, FL 32314

900002198339--1
-06/02/97--01138--007
****122.50 ****122.50

RE: GOLDMINERS' CLUB, INC.

Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for the above-mentioned corporation. My check in the amount of \$122.50 is enclosed representing the following charges:

- \$35.00 - Corporation Filing Fee
- \$35.00 - Registered Agent Designation; and
- \$52.50 - Certified Copy of Articles

Please return the certified copy to us when it is available.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Lloyd E. Milnar

1374 13TH ST. NORTH
NAPLES, FL 34102

Encs.

RP
6497

**ARTICLES OF INCORPORATION
OF
GOLDMINERS' CLUB, INC.**

FILED
SECRETARY OF STATE
NOT FOR RECORD
97 JUN -2 AM 7:46

I, undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this corporation is **GOLDMINER'S CLUB, INC.**

**ARTICLE II
DURATION**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The corporation is organized for the purpose of transaction any or all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The address of the principal place of business of the corporation is 1374 13th Street North, Naples, FL 34102. The street address of the corporation's initial registered office is 1374 13th Street North, Naples, FL 34102. The name and address of the initial registered agent of the corporation is **LLOYD E. MILNAR**, 1374 13th Street North, Naples, FL 34102. The shareholders may from time to time select and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than the number required by applicable law. The name and address of the initial director of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
LLOYD E. MILNAR	1374 13th Street North Naples, FL 34102

ARTICLE VIII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
LLOYD E. MILNAR	1374 13th Street North Naples, FL 34102

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Director.

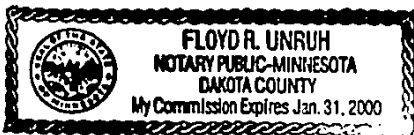
ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 29 day of May, 1997.



Lloyd E. Milnar
Lloyd E. Milnar, Subscriber

STATE OF Minnesota
COUNTY OF Dakota

Before me, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared **LLOYDE E. MILNAR** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 29th day of May, 1997.

Floyd R. Unruh
Notary Public
My Commission Expires:

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: **GOLDMINER'S CLUB, INC.**
2. The name and address of the registered agent and office is:

LLOYD E. MILNAR
1374 13TH Street North
Naples, FL 34102

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, 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 Register Agent.

By: 
Lloyd E. Milnar

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JUN 2 1997
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
NAPLES