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ACCOUNT NO. : 072100000032

REFERENCE : 435511 7122534

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : June 19, 1997

ORDER TIME : 10:53 AM

ORDER NO. : 435511-015

500002230345--2

CUSTOMER NO: 7122534

CUSTOMER: Mr. Brian Douglas
MR. BRIAN DOUGLAS

12864 Biscayne Blvd. #247

Miami, FL 33181

DOMESTIC FILING

NAME: THE RHINO GOLD COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

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DATE 11-11-01 BY 60322 UCBAW

BN JUL 03 1997

FILED

97 JUL -3 PM 2:36

ARTICLES OF INCORPORATION
OF

TALLAHASSEE, FLORIDA

THE RHINOGOLD COMPANY

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE RHINOGOLD COMPANY

The address of the principal office of this corporation shall be 12864 Biscayne Boulevard, #247, Miami, Florida 33181, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Brian Douglas
Dir.

12864 Biscayne Boulevard, #247
Miami, FL 33181

Yolande Douglas
Dir.

12864 Biscayne Boulevard, #247
Miami, FL 33181


ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.

1201 Hays Street
Tallahassee, Florida 32301

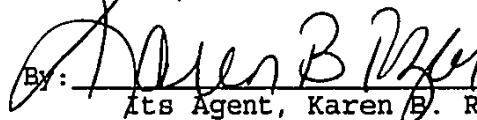
The undersigned incorporator has executed these Articles of Incorporation on July 3, 1997.



Incorporator
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

TFR/TONYA C. HOLLIDAY

TALLAHASSEE, FLORIDA
JUL 11 9 11 AM '97