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ALAN BRYCE GROSSMAN, P.A.

ATTORNEY AT LAW
1940 Harrison Street
Suite 300
Hollywood, Florida 33020

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 AM 11:39

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July 9, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/16/97--01035--013
***122.50 ***122.50

Re: GOLDEN IMAGE, INC.

Dear Sirs:

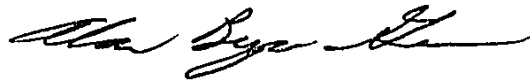
Enclosed please find my law firm check in the amount of \$122.50 representing the fees for the incorporation of the above referenced.

Also enclosed is the Articles of Incorporation. Please file and return a certified copy of same back to my office.

If you have any questions, please feel free to contact my office.

Very truly yours,

ALAN BRYCE GROSSMAN, P.A.



Alan Bryce Grossman

ABG/msl
Enclosures

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ARTICLES OF INCORPORATION

OF

GOLDEN IMAGE, INC.

The undersigned, the incorporator to these Article of Incorporation, is a natural person, competent to contract, and does hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is:

GOLDEN IMAGE, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of One Hundred (100) shares of common stock with a value of \$1.00 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

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

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be One Hundred Dollars (\$100.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 11762 N. Kendall Drive, Suite 108, Miami, Florida, 33186, or at such other place of business as may be determined and fixed by the Board of Directors from time to time. The Registered Agent of this Corporation shall be Alan Grossman, located at 1940 Harrison Street, Suite 300, Hollywood, FL 33020.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX

DIRECTORS

The number of directors of this Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>
Alan Mendez	11259 S.W. 88 th Street, H-104 Miami, FL 33176
Yarmi Mendez	11259 S.W. 88 th Street, H-104 Miami, FL 33176

ARTICLE X

INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

<u>Name:</u>	<u>Address:</u>
Alan Grossman	1940 Harrison Street Suite 300 Hollywood, FL 33020

ARTICLE XI

SUBSCRIBER

The name and address of the subscriber to this corporation and the statements of the number of shares which they agree to take are as follows:

ALAN MENDEZ and YARMI MENDEZ, 100 SHARES
as Husband and Wife,
11259 S.W. 88th Street, H-104
Miami, FL 33176

ARTICLE XII

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such

other Corporation or not so interested.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIV

REGISTERED AGENT

Alan Grossman is hereby designated as Registered Agent of the Corporation at 1940 Harrison Street, Suite 300, Hollywood, FL 33020.

IN WITNESS WHEREOF, I the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.


Alan Grossman

ACCEPTANCE OF REGISTERED AGENT

I, Alan Grossman, have been designated as the registered agent for said corporation and I am familiar with and accept the duties and responsibilities of registered agent.


Alan Grossman

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SECRETARY OF STATE
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STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared the above within named Alan Grossman to me well known and known by me to be the person who executed the foregoing Articles of Incorporation of GOLDEN IMAGE, INC., as Incorporator and Registered Agent, he acknowledged before me, according to Law, that he made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth, and are personally known to me or who has produced a Florida Driver License as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in the County and State last aforesaid, this 9th day of July, 1997.

Tammy Wells Seidler
Notary Public of the
State of Florida

Tammy Wells Seidler
Print, type of stamp name of
Notary

