

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P970000071502

Golden Star
management,
Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
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____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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DIVISION OF CORPORATIONS
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ORIGINAL

**ARTICLES OF INCORPORATION OF
GOLDEN STAR MANAGEMENT, INC.**

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

GOLDEN STAR MANAGEMENT, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

2663 SW 181 TERRACE
MIRAMAR, FLORIDA 33029

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ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

1000 SHARES
\$1.00 PAR VALUE/PER SHARE

**ARTICLE IV INITIAL
REGISTERED AGENT AND ADDRESS**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

JACK SACKS, ESQ.
2101 CORPORATE BLVD., NW, #101
BOCA RATON, FL 33431

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE):

JACK SACKS, ESQ.
2101 CORPORATE BLVD., NW, #101
BOCA RATON, FL 33431

ARTICLE VI INITIAL DIRECTOR

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE DIRECTOR KNOWN AS THE INITIAL DIRECTOR. THE INITIAL DIRECTOR OF THIS CORPORATION AND THE DIRECTOR'S ADDRESS IS:

MARIO BEHAR
7300 WAYNE AVE.
MIRAMAR, FL

THE INITIAL DIRECTOR SHALL HOLD OFFICE AND SERVE UNTIL THE SUCCESSOR(S) ARE ELECTED AS PROVIDED IN THE BYLAWS. IN THE FUTURE, THE NUMBER OF DIRECTORS SHALL BE DETERMINED IN ACCORDANCE WITH THE BYLAWS.

ARTICLE VII OFFICERS

SUBJECT TO THE DIRECTION OF THE BOARD OF DIRECTORS, THE AFFAIRS OF THE CORPORATION SHALL BE ADMINISTERED BY OFFICERS WHO SHALL BE ELECTED BY AND SERVE AT THE PLEASURE OF SAID BOARD OF DIRECTORS. THE FOLLOWING PERSONS SHALL CONSTITUTE THE INITIAL OFFICERS OF THE CORPORATION AND THEY SHALL CONTINUE TO SERVE AS SUCH OFFICERS UNTIL REMOVED BY THE BOARD OF DIRECTORS:

MARIO BEHAR-PRESIDENT, TREASURER, SECRETARY
7300 WAYNE AVE.
MIRAMAR, FL

ARTICLE VIII INDEMNIFICATION

EVERY DIRECTOR AND OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM, IN CONNECTION WITH ANY PROCEEDINGS OR ANY SETTLEMENT THEREOF, TO WHICH HE MAY BE A PARTY OR IN WHICH HE MAY BECOME INVOLVED BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, WHETHER OR NOT HE IS A DIRECTOR OR OFFICER AT THE TIME SUCH EXPENSE ARE INCURRED, EXCEPT IN SUCH CASES WHEREIN THE DIRECTOR OR OFFICER IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE, MALFEASANCE OR NONFEASANCE IN THE PERFORMANCE OF HIS DUTIES; PROVIDED THAT IN THE EVENT OF A SETTLEMENT, THE INDEMNIFICATION HEREIN SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVES SUCH SETTLEMENT AND REIMBURSEMENT AS BEING IN THE BEST INTEREST OF THE CORPORATION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH DIRECTOR OR OFFICER MAY BE ENTITLED.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 14TH DAY OF AUGUST, 1997.


SIGNATURE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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:

GOLDEN STAR MANAGEMENT, INC.

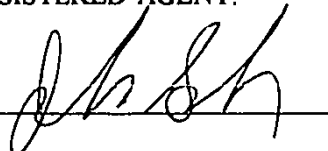
2. The name and address of the registered agent and office is:

JACK SACKS, ESQ.
2101 CORPORATE BLVD., NW, #101
BOCA RATON, FL 33431

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HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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 REGISTERED AGENT.

SIGNATURE: _____



DATE: AUGUST 14, 1997

REGISTERED AGENT FILING FEE: \$35.00