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GOLDEN CARAT DESIGNS, INC.
3518 S.E. 22ND PLACE
CAPE CORAL, FLORIDA 33904

September 23, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

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-10/06/97--01023--005
****122.50 ****122.50

Dear Sir or Madam:

As Incorporator of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and one copy of Certificate of Incorporation for filing and approval by your office;
- b. Certificate of Registered Agent;
- c. Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate
\$52.50 for certified copy
\$35.00 for Registered Agent Designation

Please return the certified copy as soon as possible.

Very truly yours,
GOLDEN CARAT DESIGNS, INC.



Lynda Duke
Incorporator

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -6 AM 8:39

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ARTICLES OF INCORPORATION

OF

GOLDEN CARAT DESIGNS, INC.

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ARTICLE I. CORPORATION NAME

The name of the corporation is:

GOLDEN CARAT DESIGNS, INC.

The address of the corporation is:

**3518 S.E. 22ND PLACE
CAPE CORAL, FLORIDA 33904**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1. (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

**LYNDA DUKE
3518 S.E. 22ND PLACE
CAPE CORAL, FLORIDA 33904**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and the street address is:

**LYNDA DUKE
3518 S.E. 22ND PLACE
CAPE CORAL, FL 33904**

**PATRICIA AUSTERMAN
4254 NORTH 4TH AVENUE
EVANSVILLE, IN 47710**

The persons named as the initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

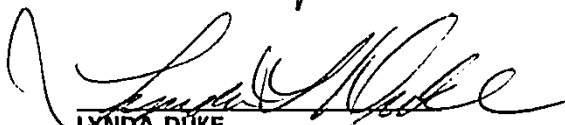
The name and address of the person signing these Articles of Incorporation as the INCORPORATOR is:

**LYNDA DUKE
3518 S.E. 22ND PLACE
CAPE CORAL, FLORIDA 33904**

ARTICLE IX. AMENDMENT


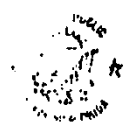
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as INCORPORATOR, has executed the foregoing Articles of Incorporation on this 22nd day of Sept, 1977.

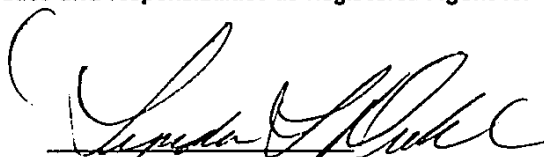

LYNDA DUKE
INCORPORATOR

BEFORE ME, a Notary Public, personally appeared LYNDA DUKE. Known to be the person described as INCORPORATOR, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 22nd day of Sept, 1977

My commission expires:


NOTARY PUBLIC

ELEANOR JANE FUNK
My Commission CC312420
Expires Sep. 23, 1997
Bonded by HAI
800-422-1885

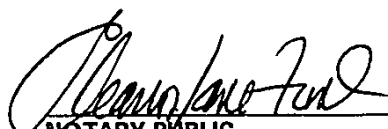

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for
GOLDEN CARAT DESIGNS, INC.


LYNDA DUKE
REGISTERED AGENT

BEFORE ME, a Notary Public, personally appeared LYNDA DUKE to me known to be the
person described as Registered Agent and who executed the foregoing instrument and he
acknowledged before me that he executed the same.

WITNESS, my hand and official seal this 22nd day of Sept., 1997

My Commission Expires:


NOTARY PUBLIC

ELEANOR JANE FUNK
My Commission GC318460
Expires Sep. 23, 1997
Bonded by HAI
800-422-1555

GOLDEN CARAT DESIGNS, INC.
3518 S E. 22ND PLACE
CAPE CORAL, FLORIDA 33904

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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, Florida Statutes, the following is
submitted:

First: That GOLDEN CARAT DESIGNS, INC., is desiring to organize or
qualify under the law of the State of Florida with its principal place of business at 3518 S
E. 22ND PLACE, CITY OF CAPE CORAL, STATE OF FLORIDA, 33904, has named LYNDA
DUKE, located at 3518 S.E. 22ND PLACE, CITY OF CAPE CORAL, FLORIDA 33904, as
its agent to accept service of process within Florida.


Lynda Duke
incorporator

9/24/97
Date

Having been named to accept service of process for the above state 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 proper and complete
performance of my duties.


Lynda Duke
Registered Agent

9/22/97
Date