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TRANSMITTAL LETTER

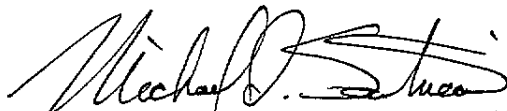
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 OCT 30 AM 9:56
TALLAHASSEE, FLORIDA
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-10/30/97-01049-005
*****70.00 *****70.00

SUBJECT: Golden Family Enterprises, Inc.

Enclosed please find the original Articles of Incorporation for Golden Family Enterprises, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation and a stamped self addressed envelope. Please return this to me along with the filing date stamped on it.

Thank you,


MICHAEL I. SANTUCCI, ESQ.

~~P. CHANDLER~~ OUT 31 1997

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Golden Family Enterprises, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3510 North 34th Avenue, Hollywood, Florida 33021.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (100).

ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI OFFICERS

The initial officers shall be as follows, and shall serve until the first meeting of the board of directors or until their successors are elected and qualified:

The name and address of the initial president shall be:

Malcom Golden
3510 North 34th Avenue
Hollywood, FL 33021

The name and address of the initial vice president shall be:

Stuart Cosh
757 Crescent Way
Weston, FL 33326

The name and address of the initial secretary shall be:

Eugene White
20380 Cozumel Court
Boca Raton, FL 33498

The name and address of the initial treasurer shall be:

Richard Golden
3510 North 34th Avenue
Hollywood, FL 33021

ARTICLE VII BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Malcom Golden
3510 North 34th Avenue
Hollywood, FL 33021

Stuart Cosh
757 Crescent Way
Weston, FL 33326

Eugene White
20380 Cozumel Court
Boca Raton, FL 33498

Richard Golden
3510 North 34th Avenue
Hollywood, FL 33021

ARTICLE VIII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

John Marne, Esq.
2605 South University Drive
Suite 114
Davie, FL 33328

ARTICLE IX INCORPORATOR

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

Michael I. Santucci, Esq.
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

The undersigned incorporator has executed these Articles of Incorporation
this 22nd day of October, 1997.

10/22/97
DATE

Michael I. Santucci
MICHAEL I. SANTUCCI, ESQ.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Golden Family Enterprises, Inc.**

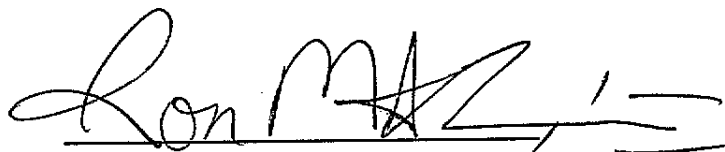
2. The name and address of the registered agent is:

John Marne, Esq.
2605 South University Drive
Suite 114
Davie, FL 33328

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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.

10/22/97
DATE


JOHN MARNE, ESQ.