

1200 Cassat Avenue
Jacksonville, FL 32205

November 10, 1997

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
11-12-97

Re: Incorporation of SOLID GOLD NORTH, INC.

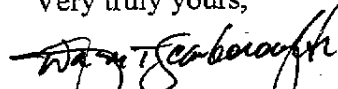
Gentlemen:

Enclosed please find the following documents in connection with the incorporation of SOLID GOLD NORTH, INC.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,


Wayne T. Scarborough, Jr.

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-11/17/97-01060-005
****122.50 ****122.50

Enclosures

FILED
97 NOV 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
SOLID GOLD NORTH, INC.

FILED
97 NOV 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

EFFECTIVE DATE
11-12-97

The name of the corporation is SOLID GOLD NORTH, INC..

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 1200 Cassat Avenue, Jacksonville, Florida, 32205.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

(b) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1200 Cassat Avenue, Jacksonville, Florida, 32205, and the name of the initial registered agent of this corporation at that address is WAYNE SCARBOROUGH, JR.

ARTICLE VII

Directors

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation is:

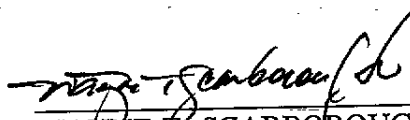
Wayne T. Scarborough, Jr.
1200 Cassat Avenue
Jacksonville, FL 32205

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the
12 day of NOV., 1997.

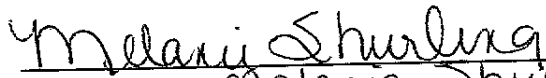


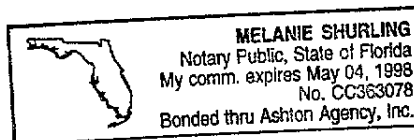
WAYNE T. SCARBOROUGH, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12 day of NOV., 1997, by WAYNE T. SCARBOROUGH, JR., (✓) who is personally known to me or () who produced _____ as identification and who did take an oath.

NOTARY PUBLIC:


Name Printed: Melanie Shurling
State of Florida At Large (Seal) pers. known
My Commission expires:



CERTIFICATION 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:

SOLID GOLD NORTH, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED
WAYNE T. SCARBOROUGH, JR., LOCATED AT 1200 CASSAT AVENUE, ST.
AUGUSTINE, FLORIDA, 32205, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.



WAYNE T. SCARBOROUGH, JR.

Dated: 11-12, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED 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.



WAYNE T. SCARBOROUGH, JR.

Dated: 11-12, 1997