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FLORIDA DIVISION OF CORPORATIONS  
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FROM: SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

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NAME: RUSSIAN MINERALS, INC.

AUDIT NUMBER.....H97000021482

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION**EFFECTIVE DATE**  
12-30-97OFRUSSIAN MINERALS, INC.

The undersigned, acting as incorporator of RUSSIAN MINERALS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

RUSSIAN MINERALS, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced on December 30, 1997.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 7,500 shares of Common Stock having a par value of \$.10 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

Prepared by:

Debra L. Boje, Esquire  
Florida Bar No.0949604  
Shear, Newman, Hahn  
& Rosenkranz, P.A.  
201 E. Kennedy Blvd., 10th Floor  
Tampa, FL 33602  
(813) 228-8530

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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 18309 Cypress Stand Circle, Tampa, Florida 33647. The Corporation's initial registered agent at the registered office is Marc J. Defant.

ARTICLE VI. MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is 18309 Cypress Stand Circle, Tampa, Florida 33647.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Marc J. Defant	18309 Cypress Stand Circle Tampa, FL 33647

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Marc J. Defant	18309 Cypress Stand Circle Tampa, FL 33647
Pavel Kepezhinskas	9302 Brockhurst Tampa, FL 33647

ARTICLE IX. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the board of directors may not amend or repeal any bylaw adopted by the shareholders, if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors.

H97000021482 9

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Articles IX and X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 31 day of December, 1997.



Marc J. Defant  
Incorporator

H97000021482 9

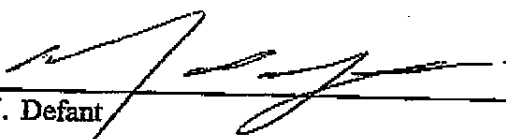
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, 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: Russian Minerals, Inc.
2. The name and address of the registered agent and office is:

Marc J. Defant  
18309 Cypress Stand Circle  
Tampa, Florida 33647

HAVING BEEN NAMED AS 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.

  
\_\_\_\_\_  
Marc J. Defant

Date: 12-31-97

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