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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: GOLD METAL FASHIONS, INC.

AUDIT NUMBER.....H98000000687

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

CERT. OF STATUS..0

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
GOLD MEDAL FASHIONS, INC.**

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, do hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

GOLD MEDAL FASHIONS, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

7355 NW 41ST STREET, 2ND FLOOR
MIAMI, FL 33166

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this Corporation is authorized to have outstanding is defined as follows :

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	7,500	\$ 1.00

Prepared by
Bob Beamon
7355 NW 41st Street 2nd Floor
Miami, FL 33166
(305) 470-6262

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TALLAHASSEE FLORIDA

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ARTICLE V

The amount of capital this corporation will begin business with is:

FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have ONE director initially. The number of Directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors of this corporation, and who shall hold office for the first year, or until his successor is chosen shall be:

Bob Beamon
7355 NW 41st Street, 2nd Floor
Miami, FL 33166

ARTICLE IX

The name and address of the officer of the Corporation, who shall hold office until his successor is chosen shall be:

Bob Beamon
7355 NW 41st Street
2nd Floor
Miami, FL 33166

President & Secretary

ARTICLE X

The initial registered agent and registered office of the corporation shall be:

Bob Beamon
7355 NW 41st Street
2nd Floor
Miami, FL 33166

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ARTICLE XI

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 it to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 2nd day of January 1998, and do declare it to be true and correct.

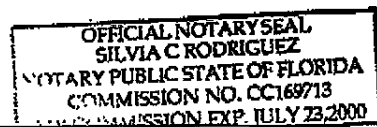
Bob Beamon
7355 NW 41st Street
2nd Floor
Miami, Florida 33166



COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 2nd day of January 1998 before me, a notary public, personally appeared BOB BEAMON who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the sole incorporator and executor of the foregoing Articles of Incorporation, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 2nd day of January 1998.

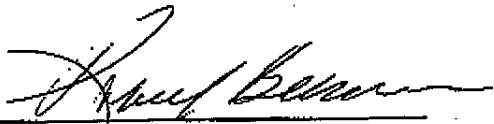

Notary Public

My commission expires

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ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, Bob Beamon, a natural person with an address of 7355 NW 41st Street, 2nd Floor, Miami, FL 33166, do hereby accept the appointment of Registered Agent of GOLD MEDAL FASHIONS, INC. on this 2nd day of January 1998.

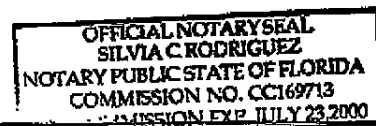


Bob Beamon
7355 NW 41st Street
2nd Floor
Miami, FL 33166

COUNTY OF DADE)
) SS:
STATE OF FLORIDA)

THIS IS TO CERTIFY that on this 2nd day of January 1998 before me, a notary public, personally appeared Bob Beamon, who is personally known to me and who produced a Florida Drivers License and who I am satisfied is the person named as the Registered Agent and executor of the foregoing Acceptance of Registered Agent Appointment, and who by his signature in my presence has acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this 2nd day of January 1998.


Notary Public

My commission expires

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