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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~JOHNNY S. RODRIGUEZ~~ *Greg*
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: SHOUBEAR GOLD CORPORATION
AUDIT NUMBER.....H98000002569
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
ShouBear Gold Corporation

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Article II. Address

The mailing address of the Corporation is:
ShouBear Gold Corporation
230 Onondaga Avenue
Palm Beach FL 33480

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
James R. Wallace
230 Onondaga Avenue
Palm Beach FL 33480

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

James R. Wallace
Jan P. Wallace

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 29, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 6, 1998.


CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

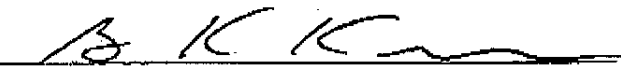
ShouBear Gold Corporation

REGISTERED AGENT/OFFICE:

James R. Wallace
230 Onondaga Avenue
Palm Beach FL 33480

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



James R. Wallace
by G. K. Kuroda as attorney-in-fact

Date: February 6, 1998

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