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CHERRY & SPENCER → D E S

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: CHERRY & SPENCER, P.A.
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NAME: SOLID GOLD-SOUTH FLORIDA, INC.

AUDIT NUMBER.....H98000003178

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
SOLID GOLD - SOUTH FLORIDA, INC.

ARTICLE I

Name

The name of the corporation is SOLID GOLD - SOUTH FLORIDA, INC. and its principal business address is 6979 154th Court North, Palm Beach Gardens, FL 33418.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

THIS DOCUMENT WAS PREPARED BY
Richard G. Cherry, Esq.
CHERRY & SPENCER, P.A.
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West Palm Beach, Florida 33401
(561) 471-7767
(561) 471-7974 (Facsimile)
Florida Bar No.: 303860

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ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6979 154th Court North, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent of this corporation at the address is Carolynne Desimone.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

| | |
|--------------------|--|
| Carolynne Desimone | 6979 154th Court North Palm Beach Gardens, FL 33418 |
|--------------------|--|

ARTICLE VII

Directors

The name and address of the initial directors of this corporation are:

| | |
|--------------------|--|
| Carolynne Desimone | 6979 154th Court North Palm Beach Gardens, FL 33418 |
|--------------------|--|

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the

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provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders

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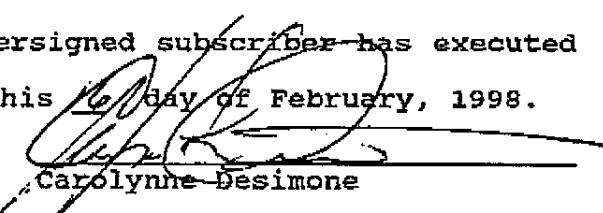
if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of February, 1998.


Carolynne Desimone

ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

Carolynne Desimone

DATE

2-16-98

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