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LAW OFFICES OF
GARY I. GASSEL, P.A.
240 N. WASHINGTON BOULEVARD
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SARASOTA, FLORIDA 34236
TELEPHONE (941) 952-9322
FACSIMILE NO. (941) 365-0907

March 6, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-03/11/98-01040-002
***122.00 ***122.00

RE: Golden Art, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, to-wit:

Golden Art, Inc.

The corporation shall have 1,000 shares with no par value per share.

Also, enclosed is this firm's check in the amount of \$122.00 for filing of the same.

Please mail the conformed Articles of Incorporation and certificate under seal to the above addressed law firm.

I want to thank you in advance for your assistance in this matter. If I can be of service, please feel free to contact me.

Very truly yours,

Gary I. Gassel

GIG/jb

Enclosure
doc.6

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
GOLDEN ART, INC.

ARTICLE I - NAME

1. The name of the corporation is: GOLDEN ART, INC.

ARTICLE II - PURPOSE

2. The general nature of the business to be transacted by the corporation is: advertising and marketing.

(a) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, pension funds and plans, or any other type of investment, to own real and personal property.

(b) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purpose or object of the corporation.

The foregoing paragraph shall be construed as enumerating both objects and purpose of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purpose shall not be held to limit or restrict in any manner the

purpose of the corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of stock that the corporation is authorized to have outstanding at any one time is one Thousand (1,000.00) without par value.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - PRINCIPAL ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is 4411 Bee Ridge Road, Suite 483, Sarasota, Florida 34233. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board of Directors shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be one.

ARTICLE VII - INITIAL DIRECTORS

The name(s) and address(es) of the members of the initial Board of Directors is:

Kelly Roosa - 4411 Bee Ridge Road, Suite 483, Sarasota, Florida
34233.

ARTICLE VIII - SUBSCRIBER

The name(s) and address(es) of each person signing the
Articles of Incorporation as a subscriber is:

Kelly Roosa - 4411 Bee Ridge Road, Suite 483, Sarasota, Florida
34233.

ARTICLE IX - REGISTERED AGENT

The initial registered agent of the corporation is Kelly
Roosa - 4411 Bee Ridge Road, Suite 483, Sarasota, Florida 34233.

ARTICLE X - PREEMPTIVE RIGHTS

The shareholders shall not preemptive rights to purchase
shares of corporate stock at any corporate offering.

ARTICLE XII - AMENDMENT

The Articles of Incorporation may be amended in any manner
provided by law. Every amendment shall be approved by the Board
of Directors, proposed by them to the shareholders, and approved
at a shareholder's meeting by a majority of the stockholders
entitled to vote thereon, unless all the directors and all the
shareholders sign in a written statement manifesting their
intention that a certain amendment of these Articles of
Incorporation be made. All rights of shareholders are subject to

this reservation.

ARTICLE XIII - CONSTRUCTION

The Articles of Incorporation are to be construed under the laws of the State of Florida, and shall control where consistent, and where they conflict, said laws of the State of Florida shall be controlling.

IN WITNESS WHEREOF, we the subscribers have executed these Articles of Incorporation this 3 day of ~~February~~^{March}, 1998.

Kelly L Roosa
Kelly Roosa, Subscriber

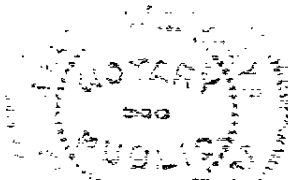
^{Colorado}
STATE OF FLORIDA)
^{Eagle}
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, KELLY ROOSA, and was personally known to me or produced a drivers license and was known to be the person described in and who executed the foregoing Articles of Incorporation and duly acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 3 day of ~~February~~^{March}, 1998.

My Commission Expires: 7-23-2000.

Debra Dezasato
NOTARY PUBLIC



CERTIFICATE 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:

FIRST--THAT GOLDEN ART, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED KELLY ROOSA, 4411 BEE RIDGE ROAD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Kelly L Roosa
Corporate Officer

President
Title

March 3, 1998
Date

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 PERFORMANCE OF MY DUTIES.

Kelly L Roosa
Signature

March 3, 1998
Date

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS