

P98000023474



ACCOUNT NO. : 072100000032

REFERENCE : 738217 115423A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 11:40

ORDER DATE : March 12, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 738217-005

CUSTOMER NO: 115423A

CUSTOMER: George Louis Garcia, Esq
GEORGE LOUIS GARCIA, ESQ

900002455079--1
-03/12/98--01037--008
****122.50 ****122.50

Suite 206
807 Southwest 25th Avenue
Miami, FL 33135

DOMESTIC FILING

NAME: METRO GOLD WHOLESALE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAR 12 AM 10:45
DIVISION OF CORPORATION

3/12/98

**ARTICLES OF INCORPORATION
OF**

METRO GOLD WHOLESALE CORP.

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Article I - Name

The name of this corporation is METRO GOLD WHOLESALE CORP.

Article II - Purpose

This corporation is organized for the purpose of real estate investment and for doing any and all other services allowed by law.

Article III - Capital Stock

This corporation is authorized to issue 100 shares of US \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

Article IV - Principal Office

The street address of the principal office of this Corporation is:

1 N.E. 1st Street, #14
Miami, Florida 33132

Article V - Initialed Registered Office and Agent

The initial registered agent and the initial registered office is as follows:

George L. Garcia, Esquire
807 S.W. 25 Avenue, #206
Miami, FL 33135
305/649-3322

Article VI - Board of Directors

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. The following persons are directors of the Corporation until their successors are elected, and have qualified in accordance with the applicable laws of the United States and Florida:

<u>Name</u>	<u>Address</u>
Orlando Horta, Jr. President/Secretary	10575 S.W. 58 Street Miami, FL 33173

Article VII - Incorporators

The name and address of the initial incorporator (s) of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Orlando Horta, Jr.	10575 S.W. 58 Street Miami, FL 33173

Article VIII - Powers

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article X - Indemnification

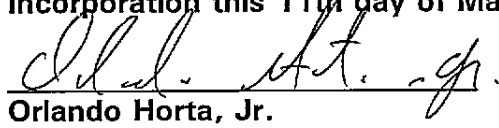
Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, or employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprises which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorneys' fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure

to the benefit of the heirs, executors and administrators of such person.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of March, 1998.

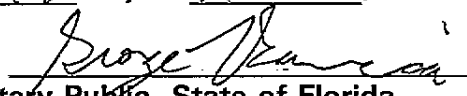

Orlando Horta, Jr.
Incorporator/Director

STATE OF FLORIDA)
) SS: ~~589-42-91~~
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 AM 11:40

The foregoing instrument was acknowledged before me by
and affiant is personally known to me or has produced the following
identification: personally known this 11th day of March, 1998.

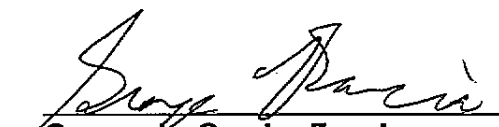
My Commission expires:
 George Garcia
MY COMMISSION # CG517086 EXPIRES
April 2, 2000
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida
At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for METRO GOLD WHOLESALE CORP. at the place designated in the Articles of Incorporation, George L. Garcia agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such times he shall notify the corporation of his resignation.

Dated 3/11/98


George L. Garcia, Esquire