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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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ACCT#: 102336001100

CONTACT: CORINNE P MCCLURE

PHONE: (941)649-3186

FAX #: (941)263-0703

NAME: GOLDEN B, INC.

AUDIT NUMBER.....H98000007249

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION  
OF  
GOLDEN B, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

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FIRST: The name of the corporation (the "Corporation") is:

GOLDEN B, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Mortgage Center of Naples  
4100 Corporate Square, Suite 155  
Naples, FL 34104

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock, and the par value of each such share shall be One Dollar (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Aaron A. Farmer, Esq.

FIFTH: The name and address of the sole incorporator of the Corporation are:

Aaron A. Farmer, Esq.  
3001 Tamiami Trail North  
Naples, Florida 34103

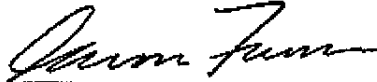
Prepared by Aaron A. Farmer, Esq.  
Cummings & Lockwood  
P. O. Box 413032  
Naples, FL 34101  
(941) 262-8311  
Florida Bar No. 0995053

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SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is One (1). 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 (1).

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 16th day of April, 1998.



Aaron A. Farmer, Esq., Incorporator

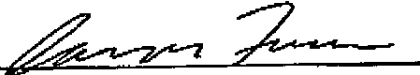
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: GOLDEN B, INC.
2. The name and address of the registered agent and office is:

Aaron A. Farmer, Esq.  
3001 Tamiami Trail North  
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Aaron A. Farmer, Esq.  
Initial Registered Agent

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