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April 27, 1998

VIA FEDERAL EXPRESS

Division of Corporations  
Bureau of Corporate Records  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

500002504135--6  
-04/28/98--01132--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation / Morningstar Mining, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #5771 in the amount of \$122.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>

TOTAL: \$122.50

Please file these Articles immediately, and return the certified copy to the undersigned in the return Federal Express envelope which is enclosed for your convenience. Thank you in advance for your immediate attention to this matter.

Very truly yours,

*Dennis Eisinger*

DENNIS J. EISINGER  
For the Firm

Encs.  
DJE:as

FILED  
98 APR 28 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*98-295*

**ARTICLES OF INCORPORATION  
OF  
MORNINGSTAR MINING, INC.**

**FILED**  
**98 APR 28 PM 12:55**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I  
NAME**

The name of this corporation shall be:

MORNINGSTAR MINING, INC.

**ARTICLE II  
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI  
PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 825 S.E. Monterey Road, Stuart, Florida 34994.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 825 S.E. Monterey Road, Stuart, Florida 34994, and the name of the initial registered agent is Basil S. Gonzales.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name of the Director is:

Basil S. Gonzales

The address of the Director is as follows: 825 S.E. Monterey Road, Stuart, Florida 34994.

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is Basil S. Gonzales, 825 S.E. Monterey Road, Stuart, Florida 34994.

**ARTICLE X  
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI  
AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of April, 1998.

  
Basil S. Gonzales, Sole Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 20<sup>th</sup> DAY OF APRIL, 1998.

By:   
Basil S. Gonzales

FILED  
98 APR 28 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA