

Locklin & Jones, P.A.  
ATTORNEYS AT LAW

P980000 56517

Jack Locklin, Jr.  
Board Certified  
Real Estate Attorney

Angela J. Jones

June 11, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32314

RE: M & M Gold, Inc.

600002567766--1  
-06/22/98--01062--020  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed is an executed original and one copy of the Articles of Incorporation of M & M Gold, Inc., and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$122.50 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	52.50
Total .....	\$122.50

Please file the original and certify and return the copy of the enclosed Articles of Incorporation.

Yours very truly,

LOCKLIN & JONES, P.A.

Angela J. Jones

AJJ/stt  
Enclosures

98 JUN 22 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION

OF

M & M GOLD, INC.

ARTICLE I

The name of this corporation is: M & M GOLD, INC.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The purpose of this corporation is to list and sale residential and commercial real estate and any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4475 Woodbine Road, Pace, Florida 32571, and the name of the initial registered agent of this corporation at that address is Jack Locklin, Jr. The principal office is the same as the registered office.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 22 PM 2:21

APPROVED  
AND  
FILED

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Tracey McMackin	4475 Woodbine Road Pace, Florida 32571
Arleen Montford	4475 Woodbine Road Pace, Florida 32571

ARTICLE VIII - INCORPORATORS AND SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation are Tracey McMackin and Arleen Montford, 4475 Woodbine Road, Pace, Florida 32571. Tracey McMackin and Arleen Montford are also the corporation's subscribers.

ARTICLE IX - BYLAWS

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 10<sup>th</sup> day of June, 1998.

Tracey McMackin  
Tracey McMackin

Arleen Montford  
Arleen Montford

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared **Tracey McMackin and Arleen Montford**, to me well known and known to me to be the individual described in or who presented \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation of **M & M GOLD, INC.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 10<sup>th</sup> day of June, 1998.



Angela J. Jones  
Notary Public  
My commission expires: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

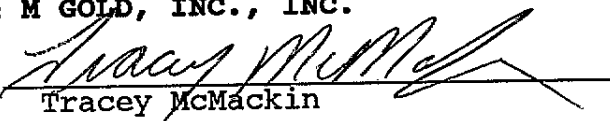
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

M & M GOLD, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Pace, Santa Rosa County, Florida, has named Jack Locklin, Jr., 77 Jones Avenue, Milton, Florida 32570, as agent to accept service of process within the state.

Dated this the 12th day of June, 1998.

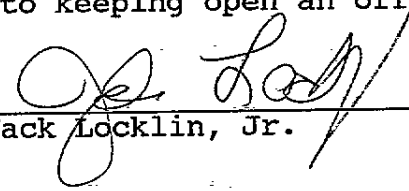
M & M GOLD, INC., INC.

BY:

  
Tracey McMackin

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

  
Jack Locklin, Jr.

APPROVED  
AND  
FILED  
98 JUN 22 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA