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TERESA98 FLORIDA DIVISION OF CORPORATIONS  
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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (850) 385-6735  
(850) 561-1025

FAX #:

NAME: AS GOOD AS GOLD, INC. AUDIT NUMBER.....H98000014839 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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P. 2

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AS GOOD AS GOLD, INC.**

**ARTICLE I - NAME**

The name of this corporation is AS GOOD AS GOLD, INC.

**ARTICLE II - PRINCIPAL ADDRESS**

781 NE 199th Street, #202  
Miami, Florida 33179

**ARTICLE III - COMMENCEMENT**

This corporation shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - CAPITAL STOCK**

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

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 781 NE 199th Street, #202, Miami, Florida 33179 and the name and address of the initial registered agent is HARRIS SAFRA, 781 NE 199th Street, #202, Miami, Florida 33179.

Prepared by:  
Law offices of Gregory A. Ebenfeld, P.A.  
Gregory A. Ebenfeld, Esq.  
Florida Bar #0968003  
9900 Stirling Road, Suite 208  
Cooper City, Florida 33024  
954-430-3599

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#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director is:

HARRIS SAFRA,  
781 NE 199th Street, #202  
Miami, Florida 33179

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these articles are:

HARRIS SAFRA  
781 NE 199th Street, #202  
Miami, Florida 33179

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE X - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

#### **ARTICLE XII - INDEMNIFICATION**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors

against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

**ARTICLE XIII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions 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 incorporators have executed these articles of incorporation this 10 day of August, 1998.

Harris Safra  
HARRIS SAFRA

STATE OF FLORIDA            )  
                                      ) SS.:  
COUNTY OF BROWARD        )

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared HARRIS SAFRA, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 10 day of August, 1998.

Gregory Ebenfeld  
Notary Public  
my commission expires:

Gregory Ebenfeld  
My Commission CC840002  
Expires June 15, 2001

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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:

THAT AS GOOD AS GOLD, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI,

AS GOOD AS GOLD, INC. HAS NAMED HARRIS SAFRA, 781 NE 199th Street, #202, Miami, Florida 33179, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Harris Safra  
HARRIS SAFRA

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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Harris Safra  
HARRIS SAFRA

DATE: 8/10/98

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TALLAHASSEE, FLORIDA

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