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DORAN, WALTERS, ROST & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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444 SEABREEZE BOULEVARD
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DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:
POST OFFICE DRAWER 15110
DAYTONA BEACH, FLORIDA 32115
(904) 253-1111
FAX (904) 253-4260

OF COUNSEL
DAVID A. WASSERMAN

August 27, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Piranha Gold, Inc.

Dear Correspondent:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our firm's check in the amount of \$122.50 to cover the cost of the filing fee, certified copy of charter and registered agent fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

Theodore R. Doran

TRD:ae
Enclosures

FILED
98 AUG 31 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 04 1998

**ARTICLES OF INCORPORATION
OF
PIRANHA GOLD, INC.**

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98 AUG 31 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be PIRANHA GOLD, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one million shares of common capital stock with no par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation to any person not already a shareholder herein, or related by marriage or blood, within the first degree of consanguinity, to, or an estate or trust the only beneficiaries of which are, shareholders herein, without first offering such shares for sale to this corporation at a price proposed to be paid by such third party. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, stating with particularity the terms of proposed sale and identity and residential address of the proposed third party purchaser, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions. Nothing hereinabove to the contrary, however, no shareholder shall have any right of sale to any non-resident of Florida of any shares of stock in the corporation for a period of at least nine (9) months following the last sale by the corporation of any stock which is a part of the initial issuance of such stock by this corporation. Other and further restrictions on transfer may appear on the stock certificates, within shareholder agreements, or otherwise.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the

personal representative of the shareholder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two.

The name and address of the individual who shall serve as a member of the Initial Board Of Directors is: Theodore R. Doran, Esquire, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118 and Jeffrey Johnson, 611 Pontra Vedra Lakes Blvd., #3804, Pontra Vedra Beach, FL 32082.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Theodore R. Doran.

ARTICLE X. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

ARTICLE XI. INCORPORATOR

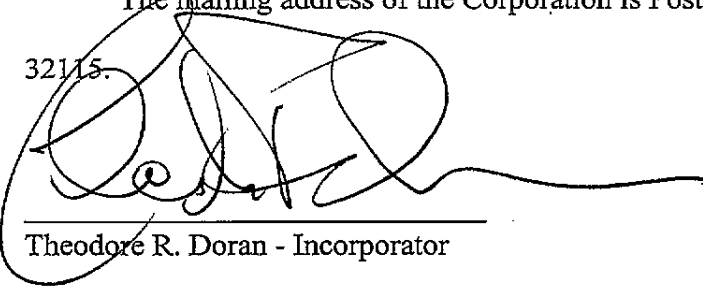
The name and address of the individual who shall serve as this corporation's incorporator are:
Theodore R. Doran, Esquire, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

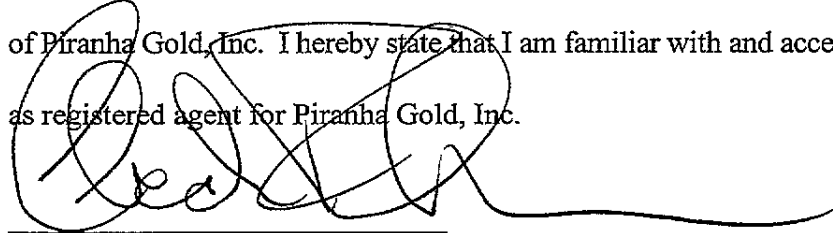
ARTICLE XIII. MAILING ADDRESS

The mailing address of the Corporation is Post Office Box 1231, Daytona Beach, Florida 32115.



Theodore R. Doran - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Piranha Gold, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Piranha Gold, Inc.

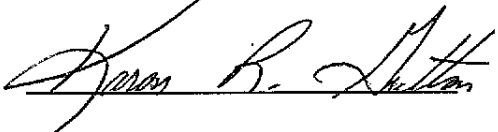


Theodore R. Doran - Registered Agent

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98 AUG 31 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Of Florida
County Of Volusia

On August 27, 1998, Theodore R. Doran, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Piranha Gold, Inc.



Notary Public

(SEAL)

