

10/16/98 14:53 FAX 8584777

ADORNO ZEDER

001

P 98000088717

10/16/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

2:29

((H98000019297 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: ADORNO & ZEDER, P.A.
CONTACT: JUSTIN T WILSON
PHONE: (305)860-7098

ACCT#: 072100000120

FAX #: (305)858-4777

NAME: MADISON AND GOLD CORP.

AUDIT NUMBER.....H98000019297

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 16 AM 7:49

F. CHESSER

OCT 19 1998

H98000019297

**ARTICLES OF INCORPORATION
OF
MADISON AND GOLD CORP.**

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 16 AM 7:49

ARTICLE I

The name of the corporation shall be:

Madison and Gold Corp. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000 shares of Common Stock with a par value of \$0.01 per share.

JUSTIN T. WILSON
2601 S. BAYSHORE DR.
SUITE 1600
MIAMI, FL 33133
(305) 858-5555

H98000019297

H98000019297

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Vince Rubiera
15132 S.W. 104th Street
Apartment #201
Miami, Florida 33196

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business address and mailing address of the Corporation shall be:

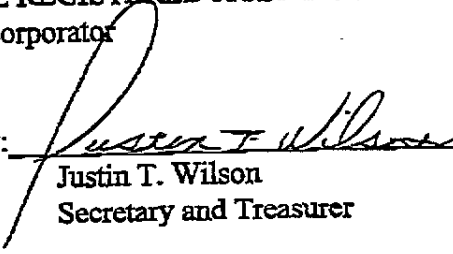
15132 S.W. 104th Street
Apartment #201
Miami, Florida 33133

II98000019297

Executed at Miami, Florida this 16th day of October, 1998.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:


Justin T. Wilson
Secretary and Treasurer

H98000019297

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Madison and Gold Corp., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 16th day of October, 1998.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 

Justin T. Wilson
Secretary and Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 16 AM 7:49