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LARSON & LARSON, P.A.

ATTORNEYS AT LAW
Practicing Domestic & International
Patent Trademark & Copyright Law
Trial and Appellate Litigation

H. WILLIAM LARSON
HERBERT W. LARSON
ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE. (REG. NO. 21008).
JAMES E. LARSON
REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37867).

PINEBROOK BUSINESS CENTER
7381-114TH AVE. N. SUITE 406
LARGO, FL 33778-5125
727-546-0660
FAX 727-545-1595

November 5, 1998

BATTAGLIA, ROSS, DICUS & WEIN, P.A.
TRIAL COUNSEL

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/09/98--01049--014
*****70.00 *****70.00

Re: Incorporation of Lifetime Gold, Inc.
My File 534

Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation and a check for \$70.00 to cover the cost. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.

H. William Larson

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

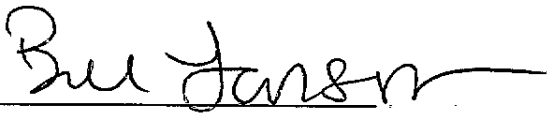
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Lifetime Gold, Inc.
2. The address of its registered office in the State of Florida is 7381 114th Ave North, #406, Largo, FL 33773. The name of the corporation's registered agent at such address is H. William Larson.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000) shares no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The incorporator is H. William Larson, 7381 114th Ave North, #406, Largo, FL 33773.
9. The name and mailing address of the person who shall serve as director until the first annual meeting of the stockholders or until successors are elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Daniel McLaughlin	7381 114th Ave North, Largo, FL 33773

10. The principal address and mailing address of the corporation is 7381 114th Ave North, Largo, FL 33773.

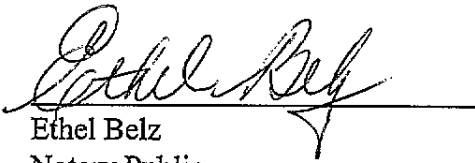
I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this November 5, 1998.



H. William Larson, Incorporator

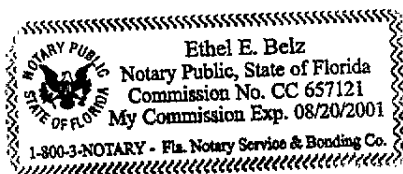
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this November 5, 1998, by H. William Larson, who is personally known to me.



Ethel Belz
Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I, THE UNDERSIGNED, accept appointment as registered agent for LIFETIME GOLD, INC. and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.



H. William Larson, Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this November 5, 1998, by H. William Larson, who is personally known to me.



Ethel Belz
Notary Public

My commission expires:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

