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To:  
Division of Corporations  
Fax Number : (850) 922-4001

From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

G & F GOLD CO.

F. CHESSER

DEC 1 8 1998

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION  
OF  
G & F GOLD CO.

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, and executes the same for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is G & F GOLD CO.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL CAPITAL

This corporation will begin business with at least Five Hundred Dollars (\$500.00) as capital.

Prepared by:  
COMPREHENSIVE BUSINESS SERVICES  
848 Bald Eagle Dr.  
Marco Island, Fl 34145  
(941)389-9555

ARTICLE VI - PRINCIPAL OFFICE IN FLORIDA

The initial street address of this corporation in the State of Florida shall be:

14025 S W 22 STREET, MIAMI, FL 33175

The board of directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price which it is offered to others. The sale of stock by the shareholder shall be limited and governed by a shareholders agreement.

ARTICLE IX - OFFICERS

The name and address of the initial officer(s) of this corporation is(are):

ROBERTO D GONZALEZ, PRESIDENT  
14025 S W 22 STREET  
Miami, FL 33175

MARIA I GONZALEZ, VICE-PRESIDENT  
14025 S W 22 STREET  
Miami, FL 33175

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ARTICLE X - SUBSCRIBERS

The name(s) of the person(s) signing these Articles of Incorporation as a subscriber(s), the number of shares he(she) agreed to take and the value of the consideration therefor is(are):

ROBERTO D GONZALEZ, 500 SHARES, \$500.00 CONSIDERATION.

The street address of the above subscriber(s) is(are):

14025 S W 22 STREET, Miami, FL 33175

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ARTICLE XI - INITIAL REGISTERED AGENT

Pursuant to Florida Statute 607.114, G & F GOLD CO. with its principal office at 14025 S W 22 Street, Miami, Fl 33175, has named as its initial registered agent PEDRO P. DELGADO, C.P.A., 1320 South Dixie Highway, Suite 220, Coral Gables, Fl 33146.

IN WITNESS WHEREOF, we, as subscribers, have executed the foregoing Articles of Incorporation as of Tue Dec 8, 1998.

  
ROBERTO D GONZALEZ

TITLE PRESIDENT

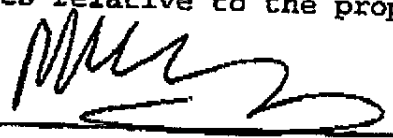
DATE Tue Dec 8, 1998

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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.

  
PEDRO P. DELGADO-Registered Agent

DATE Tue Dec 8, 1998