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99 APR 19 AM 11:10

Steven T. Wittmer, P.A.
Also Admitted in Georgia

Jennifer G. Maglio
Also Admitted in D.C.

WITTMER, CARVER & POPE
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Christopher Carver, P.A.
Also Admitted in Illinois
Robert W. Pope, P.A.
AV Rated Trial Attorney

2014 Fourth Street
Sarasota, FL 34237

Telephone (941) 365-2296
Facsimile (941) 365-0829

March 22, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/24/99--01023--006
*****70.00 *****70.00

Attn: New Filings

Re: *International*
The Goldman Group, Inc.

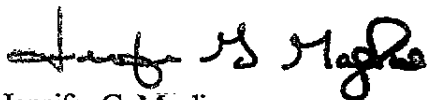
Dear Sir or Madam:

Enclosed is a check payable to the Secretary of the State, in the amount of \$70.00 as filing fee for the referenced corporation.

Accordingly, I have attached the original Articles of Incorporation plus one copy to be returned to our office once processed.

Please contact me should you have any questions. Thank you.

Very truly yours,



Jennifer G. Maglio

JGM/pj

Enclosures

cc: The Goldman Group, Inc.

W99 7538
PH 4/19/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 1999

WITTMER, CARVER & POPE
ATTN: JENNIFER G. MAGLIO
2014 4TH ST
SARASOTA, FL 34237

SUBJECT: THE GOLDMAN GROUP, INC.
Ref. Number: W99000007538

We have received your document for THE GOLDMAN GROUP, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 099A00015900



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Robert W. Pope, P.A.
AV Rated Trial Attorney

April 15, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attn: Pamela Hall, Document Specialist

Re: Goldman International Co.

Dear Ms. Hall:

Enclosed please find the original Articles of Incorporation plus one copy to be returned to our office once processed, along with a copy of the letter from you indicating our first choice for the corporate name is already in use, and that the \$70.00 fee has already been paid for the above-reference corporation.

Please contact me should you have any questions. Thank you.

Very truly yours,



Jennifer G. Maglio

JGM/pj

Enclosures

cc: Goldman International Co.

ARTICLES OF INCORPORATION

OF

GOLDMAN INTERNATIONAL CO.

FILED
99 APR 19 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **GOLDMAN INTERNATIONAL CO.**, a Florida corporation.

ARTICLE II

The corporation may engage in real estate sales as well as any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual.

ARTICLE V

The street address of the initial business office of the corporation is 3701 South Osprey Avenue, Sarasota, FL 34239, and the name and address of the initial registered agent of the corporation at that address is: GAIA GOLDMAN, 3701 South Osprey Avenue, Sarasota, Florida

ARTICLE VI

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The names and addresses of the members of the first Board of Directors of the corporation and the initial Officers who shall hold office for the first year of the corporation's existence or until their successor(s) is/are elected and qualified is/are:

DIRECTORS

ADDRESS

Gaia Goldman

3701 South Osprey Avenue
Sarasota, Florida 34239

Damon Goldman

3701 South Osprey Avenue
Sarasota, Florida 34239

OFFICERS

Gaia Goldman, President & Treasurer

Damon Goldman, Vice President & Secretary

ARTICLE VIII

Members of the Board of Directors of any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by

reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE X

The name and address of the person signing these Articles as the Incorporator is: GAIA GOLDMAN, 3701 South Osprey Avenue, Sarasota, Florida 34237.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at a shareholders' meeting by the affirmative vote of the holders of two-third (2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XII

The initial By-laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-laws of the Corporation may be amended, modified or repealed as provided by the By-laws.

EXECUTED this 14 day of April, 1999.


GAIA GOLDMAN

STATE OF FLORIDA)
) S.S.
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared GAIA GOLDMAN, known to be the person who subscribed to the foregoing Articles of Incorporation of GOLDMAN

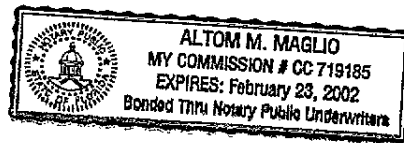
INTERNATIONAL CO., and she acknowledged that she did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed. GAIA GOLDMAN is personally known to me or has produced _____ as identification.

WITNESS my hand and seal this 14 day of April, 1999.


NOTARY PUBLIC

SEAL

My Commission Expires: 2/22/02



CERTIFICATE DESIGNATING REGISTERED AGENT

AND REGISTERED OFFICE

FILED
99 APR 19 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

GOLDMAN INTERNATIONAL CO., desiring to organize under the laws of the State of Florida, hereby designates GAIA GOLDMAN, as its registered agent at 3701 South Osprey Avenue, Sarasota, Florida, 34239.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


GAIA GOLDMAN