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TRANSMITTAL LETTER

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

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-07/06/99--01125--021
*****78.50 *****78.50

SUBJECT: GOLDEN R, Inc.

Please find enclosed the certificate of designation of registered agent/registered office as well as an original and one copy of the articles of incorporation and a check for:

\$ 78.75 Filing Fee & Certificate

FROM:

Stan Goodman as president
MAXUM MANAGEMENT Corp.
Naples, FL 34110
daytime phone: 941-992-4928

EFFECTIVE DATE
7-1-99

FILED
99 JUL - 6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
7-1-99
5

ARTICLES OF INCORPORATION
of
GOLDEN R, Inc.

EFFECTIVE DATE

7-1-99

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is GOLDEN R, Inc..

Section 1.2 **Address of Principle Office.** The address of the principal office is c/o Maxum Managment, Corp., 11983 N. Tamiami Trail, Suite #151, Naples, Florida 34110

ARTICLE 2

DURATION

Section 2.1 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

SHARES

Section 3.1 **Shares.** The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7000 shares of voting common stock having a par value of \$ 1.00 per share.

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TALLAHASSEE, FLORIDA

ARTICLE 4

INITIAL REGISTERED AGENT AND STREET ADDRESS

Section 4.1 **Registered Agent.** The street address of the initial registered office of this corporation is 11983 N. Tamiami Trail, Suite #151, Naples, Florida 34110, and the name of the initial registered agent of this corporation at that address is MAXUM MANAGEMENT, Corp.

ARTICLE 5

DIRECTORS

Section 5.1 **Number.** This corporation shall have one director initially. Directors shall be elected as provided in the bylaws and the number of directors may be increased or diminished from time to time as set forth in the bylaws, but shall never be less than one.

Section 5.2 **Initial Director.** The name and address of the members of the first board of directors of this corporation is:

Juergen Weyers
c/o Maxum Managment, Corp.
11983 N Tamiami Trail #151
Naples, FL. 34110

ARTICLE 6

BYLAWS

Section 6.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the

board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 7

INCORPORATOR

Section 7.1 **Incorporator.** The name and street address of the incorporator of this corporation is:

Juergen Weyers
c/o Maxum Management, Corp.
11983 N. Tamiami Trail, Suite #151
Naples, Florida 34110

ARTICLE 8

INDEMNIFICATION

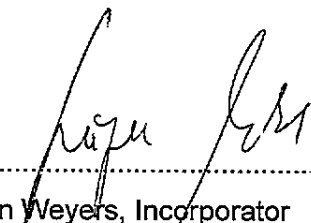
Section 8.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 9

AMENDMENT

Section 9.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 01 day of July, 1999.


.....
Juergen Weyers, Incorporator

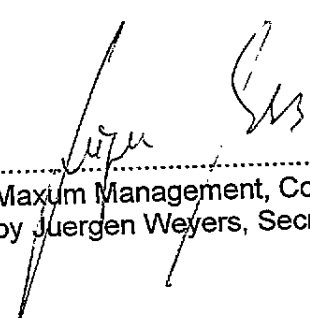
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES; THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is GOLDEN R, Inc.
2. The name and address of the registered agent and office is

MAXUM Management, Corp.
11983 N. Tamiami Trail, Suite #151
Naples, FL 34110

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


.....
Maxum Management, Corp.
by Juergen Weyers, Secretary

July, 1st, 1999

FILED
99 JUL -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA