108 N. Magnolia Ave., Suite 101

R. Scott Cross

Attorney at Law since 1975, Board Certified Civil Trial Practice

S. Sue Robbins

Attorney at Law since 1981 Certified Family Law Mediation CROSS & ROBBINS, P.A.

Attorneys at Law

Reply To: P.O. Box 2470 Ocala, FL 34478 Telephone (352) 732-3925 Facsimile (352) 622-1624

September 17, 1999

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32314

24 KT EXPRESS, INC. =

Gentlemen:

Enclosed are duplicate originals of the proposed Articles of Incorporation for the above captioned corporation.

Please endorse your approval of the Articles on the duplicate copy, certify same, and return the certified copy to this office. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$122.50 is enclosed is cover the following:

Filing Fees		\$ 35.00
Certified Copy		\$ 52.50
Registered Agent Registration		\$ 35.00
Total	•	\$122.50

If any further charges are required, or if for any reason the Articles do not meet current requirements, please so notify the undersigned by collect telephone call at (352) 732-3925.

Very truly yours,

R. Scott Cross For the Firm

RSC/cap

Enclosures

Ocala, FL 34475

Branch Office:

Silver Springs Shores

Telephone (352) 687-4400

ARTICLES OF INCORPORATION OF 24 KT EXPRESS, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation is 24 KT EXPRESS, INC.

ARTICLE II Business

The corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III Stock

The total number of shares of stock which the corporation will have authority to issue is One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV Registered Office and Agent

The initial address of the principal and registered office of the corporation is #8 Pine Circle Drive, Ocala, Florida 34472.

The name of the corporation's registered agent at said address is Rosemarie E. Lentine.

ARTICLE V Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal By-Laws.

ARTICLE VI Effective Date

The corporation will commence existence on filing of these Articles of Incorporation.

ARTICLE VII Incorporator

Following is the name and street address of the person signing these Articles as incorporator:

Frank H. Lentine, Sr.

ARTICLE VIII Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X Amendment

This corporation may amend its certificate of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in an original certificate of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders' meeting by not less than a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this _/___ day of September, 1999.

Frank H. Lentine, Sr.

STATE OF FLORIDA COUNTY OF MARION

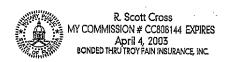
I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Frank H. Lentine, Sr. known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was not taken. (Check one: ___ Said person(s) is personally known to me or ___ Said person(s) provided the following type of identification:

Witness my hand and official seal in the County and State last aforesaid this /// day of September, 1999.

Notary Public

Printed Name:

Notary Rubber Stamp Seal:



ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT my designation as Registered Agent for 24 KT EXPRESS, INC. as set forth in ARTICLE IV of the foregoing Articles of Incorporation, this _____ day of September, 1999.

Rosemarie F. Lentine

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SECRETARY OF STATE