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CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: GLOBAL LOCATERS, INC.
AUDIT NUMBER.....H97000009078
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
GLOBAL LOCATERS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is GLOBAL LOCATERS, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is and the name of its initial registered agent at such address is Sandra Sepulveda. The principal office and mailing address of the corporation is 20381 N.E. 30 Avenue, Unit #316, Aventura, FL 33180.

This instrument prepared by:
Daniel E. Jones, Esq.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 0885230
Tel: (305) 866-7651

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ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are two. The names and addresses of the persons who are to serve as members of the initial Board of Director are as follows:

Sandra Sepulveda
20381 N.E. 30 Avenue, Unit #316, Aventura, FL 33180

Peter Gustafson
20381 N.E. 30 Avenue, Unit #316, Aventura, FL 33180

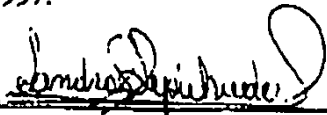
ARTICLE VII - INCORPORATORS

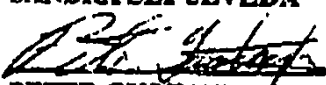
The names and addresses of the incorporators are:

Sandra Sepulveda
20381 N.E. 30 Avenue, Unit #316, Aventura, FL 33180

Peter Gustafson
20381 N.E. 30 Avenue, Unit #316, Aventura, FL 33180

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Florida on the 2nd day of June, 1997.



SANDRA SEPULVEDA


PETER GUSTAFSON

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Sandra Sepulveda and Peter Gustafson, and they acknowledged before me that they are the subscribers to these Articles of Incorporation and they have acknowledged that they have signed same on this 2nd day of June, 1997, and who did take an oath.



Notary Public at Large, State Florida
My commission expires:

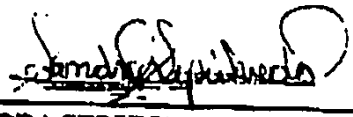
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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, SANDRA SEPULVEDA, and hereby acknowledges her appointment as the registered agent of GLOBAL LOCATERS, INC., and she is familiar with, and accepts, the obligations of that position.



SANDRA SEPULVEDA

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TALLAHASSEE, FLORIDA

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JONAS AND SILBERMAN, P.A.

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