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Jun-26-97 01:04P Fernand Lamothe C.A

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FLORIDA DIVISION OF CORPORATIONS

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FROM: FERNAND LAMOTHE, INC.
105057001570

ACCT#:

CONTACT: FERNAND LAMOTHE
PHONE: (954)768-9548
(954)768-9775

FAX #:

NAME: GULFSTREAM ENTERPRISE OF USA INC.
AUDIT NUMBER.....H97000010126
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1997

FERNAND LAMOTHE, INC.

SUBJECT: GULFSTREAM ENTERPRISE OF USA CORP.
REF: W97000014428

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered agent must be at a Florida street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H97000010126
Letter Number: 797A00032915

AUDIT #H970000101-4

ARTICLES OF INCORPORATION

OF

GULFSTREAM ENTERPRISE OF USA CORP.

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

ARTICLE I NAME

The name of the corporation shall be: "Gulfstream Enterprise of USA Corp.

ARTICLE 11 PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is:

721 S.E. 17th Street
Ft. Lauderdale, Fl. 33316

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ARTICLE 111 CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Five Thousand (5,000) shares of Common Stock, par value \$1.00 per share and Twenty Thousand (20,000) preferred and redeemable shares of non-voting Stock, with a par value of \$1.00 each.

May be paid for inproperty, labor, services or cash, at a just calculation to be fixed by the shareholder, all such stock shall be fully paid and non assessable.

ARTICLE IV PURPOSE

The 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.

Registered Agent: Fernand Lamothe Audit #: H97000010126

721 S.E. 17th Street
Fort Lauderdale, Fl.
33316

AUDIT #:H97000010126

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Fernand Lamothe
721, S.E. 17th Street
Ft. Lauderdale, Fl. 33316

ARTICLE VI INCORPORATOR

The name and street address of the incorp. orator to these Article of Incorporation is:


Les Entrepreneurs Noel & Fils, Inc.
Claude Noel
54, St-Emile
Cap-de-la-Madeleine, Quebec, Canada
G8T 7P5

The Corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial President & Vice-President is: Claude Noel, President and Francine Gaudet, Vice-President, they live at:

54, St-Emile
Cap-de-la-Madeleine, Quebec, Canada
G8T 7P5

The undersigned has executed the Articles of Incorporation this 21 day of May, 1997.

Les Entrepreneurs Noel & Fils, Inc.



By: Claude Noel, President

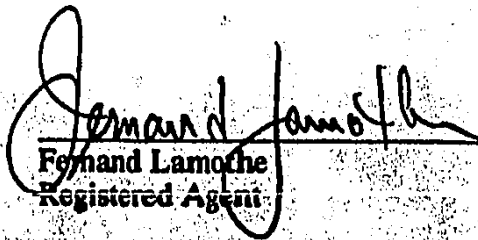
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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: May 21, 1997.


Fernand Lamothe
Registered Agent

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