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ACCOUNT NO. : 072100000032
REFERENCE : 585567 148904A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : October 31, 1997
ORDER TIME : 11:39 AM
ORDER NO. : 585567-005
CUSTOMER NO: 148904A

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-10/31/97-01092-004
****122.50 ****122.50

CUSTOMER: Mr. Dennis L. Reeber
REEBER & LIVIGNE ASSOCIATES,
INC.
2185 N. Powerline Road, S.w.
Pompano Beach, FL 33069-1206

DOMESTIC FILING

NAME: G-3 ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder
EXAMINER'S INITIALS:

FILED
97 OCT 31 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 31 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
97 OCT 31 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES of INCORPORATION
OF
G-3 ENTERPRISES, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

G-3 ENTERPRISES, INC.

The principal place of business of this corporation shall be 5501 North Military Trail, Suite 107 Boca Raton, Florida 33496; and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 5501 North Military Trail, Suite 107 Boca Raton, Florida 33496; and the initial registered agent of the corporation is Gregoire Gasparini.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial members of the Board of Directors are:

Gregoire Gasparini, Director
5501 North Military Trail, Suite 107
Boca Raton, Florida 33496

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

Gregoire Gasparini, President
5501 North Military Trail, Suite 107
Boca Raton, Florida 33496

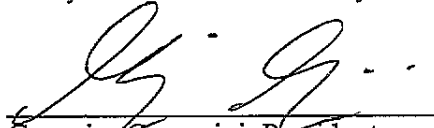
ARTICLE VIII. PRIVATE PROPERTY

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29th day of October, 1997.



Gregoire Gasparini, President

STATE OF FLORIDA
COUNTY OF PALM BEACH



Dennis L. Reeber
MY COMMISSION # CC616942 EXPIRES
April 26, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Gregoire Gasparini Incorporator to me known to be the person described as subscriber in who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 29th day of October, 1997.

Dennis L. Reeber
NOTARY PUBLIC

ACCEPTANCE of REGISTERED AGENT DESIGNATED

IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of G-3 ENTERPRISES, INC. made in the foregoing Articles of Incorporation.

Gregoire Gasparini, President 10/29/97
DATE

FILED
97 OCT 31 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA