

PA8000103081



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 059791 121767A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : December 10, 1998

ORDER TIME : 9:54 AM

ORDER NO. : 059791-005

CUSTOMER NO: 121767A

400002708714--3

CUSTOMER: Ms. Heather Irving
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

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DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: GAMBIT CAPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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8/10/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 PM 1:51

**ARTICLES OF INCORPORATION
OF
GAMBIT CAPITAL, INC.**

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DIVISION OF CORPORATIONS
98 DEC 10 PM 1:51

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is GAMBIT CAPITAL, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 3300 N.E. 191st St., Suite 1618, Aventura, Florida 33180 and the corporation's mailing address is 3300 N.E. 191st St., Suite 1618, Aventura, Florida 33180.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is five million (5,000,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alexander Zuyev. The street address of the initial registered office of the corporation in the State of Florida is 3300 N.E. 191st Street, Suite 1618, Aventura, FL 33180.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Alexander Zuyev, 3300 N.E. 191st Street, Suite 1618, Aventura, FL 33180.

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of December, 1998.



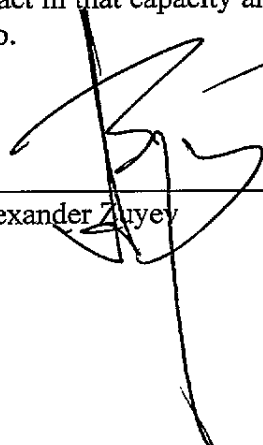
Alexander Zuyev

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 PM 1:51

Gambit Capital, Inc., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, at 3300 N.E. 191st Street, Suite 1618, Aventura, Florida 33180, has named Alexander Zuyev at such address, as its registered agent within the State.

Having been named registered agent for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.



Alexander Zuyev

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