

FROM : Anthony Berry & DiRito
Division of Corporations

PHONE NO. : 904 285 5336

Sep. 21 2001 01:23PM P1

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Account Name : MICHAEL L. BERRY, JR., P.A.
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Fax Number : (904)285-5336

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FLORIDA NON-PROFIT CORPORATION

Global Business Assist, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 21, 2001

MICHAEL L BERRY JR PA

SUBJECT: GLOBAL BUSINESS ASSIST, INC.
REF: W01000022002

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.

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Corporate Specialist
New Filings Section

FAX Aud. #: H01000101635
Letter Number: 201A00052915

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
of
GLOBAL BUSINESS ASSIST, INC.
A Florida Nonprofit Corporation

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE ONE
Name

The name of the Corporation is Global Business Assist, Inc.

ARTICLE TWO
Principal Office and Address

The address of the principal office of the Corporation is 36 Loggerhead Lane, Ponte Vedra Beach, Florida 32082.

ARTICLE THREE
Duration

The Corporation shall have perpetual existence, commencing upon August 18, 2001, or the filing date of these articles with the Florida Department of State, Division of Corporations, whichever is later.

ARTICLE FOUR
Dissolution

Upon any dissolution, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, and/or shall be distributed to a federal, state, or local government unit for a public purpose. In no case shall the assets of the Corporation be distributed to its members.

ARTICLE FIVE
Purpose

The purposes for which the Corporation is organized are

1. For charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of

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1986, as amended.

2. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a Corporation organized under Chapter 617, Florida Statutes, may now have or hereafter have or exercise.
3. The Corporation intends to operate as an organization described in §501(c)(3) of the Internal Revenue Code of 1986, as amended, and as long as it is so qualified, will not engage in any activity not permitted by an organization so described. In no case shall more than an insubstantial part of the Corporation's activities be in furtherance any non-exempt purpose.

ARTICLE SIX Members

The Corporation may have members. The decision to have members and the rights and privileges of any such members shall be governed by the Corporation's bylaws.

ARTICLE SEVEN Directors

The affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) persons. The names and addresses of the members of the Board of Directors of the Corporation, who shall hold office until the first election thereafter are as follows. Except for the first Board of Directors, the method of election of directors of the Corporation is set forth in the bylaws.

William Douglas Mann
3001 Garden Lane
Crystal Lake, IL 60012

Steven Michael Elliott
2449 Broadnax Circle
Chesapeake, VA 23323-4039

Michael Kenneth Jeffries
301 E. Broward Blvd.
Fort Lauderdale, FL 33301-1940

ARTICLE EIGHT Indemnification

The Board of Directors is authorized, to the extent allowable by law, to authorize the Corporation to indemnify any officers, directors, employees, agents or members of the Corporation

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for any liability arising out of any act performed in furtherance of the officers', directors', employees', agents' or members' duties to the Corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the Corporation's bylaws and shall not deviate therefrom without amending said bylaws.

ARTICLE NINE

Compensation of Directors, Officers and Employees

The Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered and may confer benefits upon its members in conformity with its purposes. A dividend may not be paid, and any part of the income or profit of the Corporation may not be distributed, to its members, directors, officers or employees.

ARTICLE TEN

Registered Office and Agent

The initial registered office of the Corporation shall be located at Four Sawgrass Village, Suite 230, Ponte Vedra Beach, Florida. The initial registered agent of the Corporation at that address shall be Michael L. Berry, Jr.

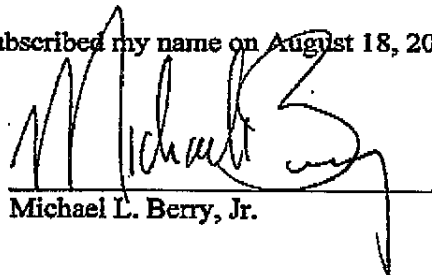
ARTICLE ELEVEN

Incorporator(s).

The name(s) and address(es) of the incorporator(s) is/are:

Michael L. Berry, Jr.
Four Sawgrass Village, Suite 230
Ponte Vedra Beach, FL 32082

IN WITNESS WHEREOF, I have subscribed my name on August 18, 2001.



Michael L. Berry, Jr.

FROM : Anthony Berry & DiRito
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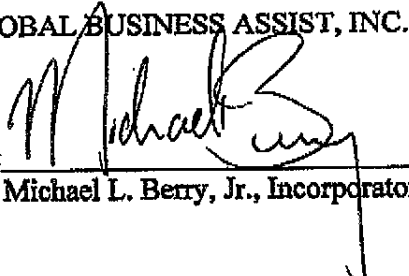
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APPOINTMENT OF STATUTORY AGENT

The undersigned,, a Florida Corporation, with its principal office in, County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in St. Johns County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 230, Ponte Vedra Beach, FL 32082.

Dated: August 18, 2001.

GLOBAL BUSINESS ASSIST, INC.

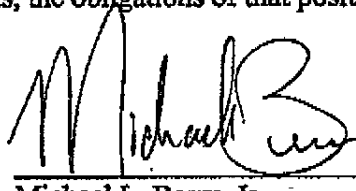
By: 
Michael L. Berry, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT

TO: Global Business Assist, Inc.

The undersigned hereby accepts appointment as statutory agent of the above Corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

August 18, 2001


Michael L. Berry, Jr.

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