

PO000027368

DR. JOSEPH P. D'ANGELO

FILED

00 MAR 10 PM 1:30

20 NW 181st Street
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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

March 6, 2000

FLORIDA DEPARTMENT OF STATE
NEW FILING SECTION
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/10/00-01044-009
*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION for GENERAL MICRO DEVICES, INC.

Dear Sir or Madam:

Enclosed herewith are two (2) original Articles of Incorporation for General Micro Devices, Inc., also enclosed is a check in the amount of \$78.75, (\$35.00 Filing Fee, \$35.00 Registered Agent Designation, and \$8.75 Certified Copy).

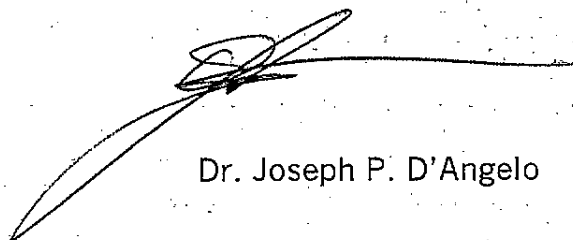
Please forward a Certified Copy of the Articles of Incorporation to the following address:

Dr. Joseph P. D'Angelo

20 NW 181st Street, Miami, FL 33169

Thank you for your attention to this matter.

Sincerely,



Dr. Joseph P. D'Angelo

JPD:mv

Enclosures

Handwritten signature and date: 3/10/2000

**ARTICLES OF INCORPORATION OF
GENERAL MICRO DEVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: General Micro Devices, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 50,000,000 shares of common stock having \$.001 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporations, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company.

ARTICLE IV

Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is:

400 Poinciana Drive, Hallandale, FL 33009.

And the initial registered agent for this corporation at the above address is:
Dr. Joseph P. D'Angelo.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one or more than nine (9) persons.

ARTICLE VIII

The name and address of the member of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until his/her successor is elected or appointed and have qualified, is as follows:

NAME	ADDRESS
Margaret Heichberger	20 NW 181 st Street, Miami, FL 33169

ARTICLE IX

The name and street address of the party signing the Articles of Incorporation as subscribed is as follows:

NAME	ADDRESS
Margaret Heichberger	20 NW 181 st Street, Miami, FL 33169

ARTICLE X

The principal office address of the corporation is:
20 NW 181st Street, Miami, FL 33169


ARTICLE XI

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by Proxy.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of March 2000.


MARGARET HEICHBERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statements in designation the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: General Micro Devices, Inc.
2. The name and address of the registered agent and office is: Dr. Joseph P. D'Angelo, 400 Poinciana Drive, Hallandale, FL 33009.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Dr. Joseph P. D'Angelo

Date: 16 March 00