

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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GlobalCo Corp.

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✓ Art of Inc. File 2 Cert. + 2 stat

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy 2 copies

Photo Copy

Certificate of Good Standing

✓ Certificate of Status 2

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
00 APR 20 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR 20 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

T. SMITH APR 20 2000

**ARTICLES OF INCORPORATION
OF
GLOBALCO CORP.**

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

ARTICLE I: NAME

The name of the Corporation is: GlobalCo Corp.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1900 N.W. Corporate Blvd.
Suite 400 East
Boca Raton, Florida 33431

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred million (100,000,000) shares of common stock having a par value of \$0.0001.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent are:

Capital Connections, Inc.
417 East Virginia Street, Suite 1
Tallahassee, Florida 32301

ARTICLE V: INCORPORATOR

The name and address of the Incorporator are as follows:

Alix B. Cormick
618 - 688 West Hastings Street
Vancouver, British Columbia V6B 1P1

ARTICLE VI: PURPOSE

The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the *Florida Business Corporations Act*.

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ARTICLE VII: INITIAL DIRECTORS

The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as initial director(s) until the first annual meeting of stockholders or until a successor(s) is elected and qualified are:

David E. Atkinson
P.O. Box E.E. 17736
Nassau, Bahamas

ARTICLE VIII: PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IX: DENIAL OF PRE-EMPTIVE RIGHTS

No Shareholder or other person shall have any pre-emptive rights whatsoever.

ARTICLE X: BY-LAWS

The initial by-laws shall be adopted by the Shareholders or the Board of Directors. The power to alter, amend, or repeal the by-laws or adopt new by-laws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI: SHAREHOLDERS

A. Voting.

1. Number of Votes. Each share of Common Stock has one vote on each matter on which the share is entitled to vote.
2. Majority Votes. A majority vote of a quorum of Shareholders (consisting of the holders of a majority of the shares entitled to vote, represented in person or by proxy) is sufficient for any action which requires the vote or concurrence of Shareholders, unless otherwise required or permitted by law or the by-laws of the Corporation.
3. Non-Cumulative Voting. Directors shall be elected by majority vote. Cumulative voting shall not be permitted.
4. Quorum. The holders of shares entitled to one-third of the votes at a meeting of Shareholders shall constitute a quorum.
5. Required Vote. Acts of Shareholders shall require the approval of holders of 50.01% of the outstanding votes of Shareholders.

B. Inspection of Books. The Board of Directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative.

C. Control Share Acquisition. The provisions relating to a control share acquisition statute contained in section *Florida Business Corporation Act* shall not apply to the Corporation.

ARTICLE XII: INTERESTED DIRECTORS, OFFICERS AND SECURITY-HOLDERS

A. Validity. If Paragraph (B) is satisfied, no contract or other transaction between the Corporation and any of its directors, officers or security-holders, or any corporation or firm in which any of them are directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the director, officer or securityholder at the meeting of the Board of Directors or committee authorizing the contract or transaction, or his participation or vote in the meeting or authorization.

B. Disclosure, Approval, Fairness. Paragraph (A) shall apply only if:

1. The material facts of the relationship or interest of each such director, officer or security-holder are known or disclosed;
2. to the Board of Directors or the committee and it nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or
3. to the Shareholders and they nevertheless authorize or ratify the contract or transaction by a majority of the shares present, each such interested person to be counted for quorum and voting purposes; or
4. the contract or transaction is fair to the Corporation as of the time it is authorized or ratified by the Board of Directors, the committee or the Shareholders.

ARTICLE XIII: INDEMNIFICATION AND INSURANCE

A. Persons. The Corporation shall indemnify, to the extent provided in Paragraphs (B), (D) or (F) and to the extent permitted from time to time by law:

1. any person who is or was director, officer, agent or employee of the Corporation; and
2. any person who serves or served at the Corporation's request as a director, officer, agent, employee, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise.

B. Extent--Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Paragraph (A) by reason of his holding a position named in Paragraph (A), the Corporation shall indemnify him, if he satisfies the standard in Paragraph (C), for expenses (including attorney's fees but excluding amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of the suit.

C. Standard--Derivative Suits. In case of a suit by or in the right of the Corporation, a person named in Paragraph (A) shall be indemnified only if:

1. he is successful on the merits or otherwise; or
2. he acted in good faith in the transaction which is the subject of the suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he shall not be indemnified in respect of any claim, issue or matter as to which he has been adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the adjudication but in view of all the circumstances, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

D. Extent--Non-derivative Suits. In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation against a person named in Paragraph (A) by reason of his holding a position named in Paragraph

(A), the Corporation shall indemnify him, if he satisfies the standard in Paragraph (E), for amounts actually and reasonably incurred by him in connection with the defense or settlement of the suit as:

1. expenses (including attorneys' fees);
2. amounts paid in settlement;
3. judgments; and
4. fines.

E. Standard--Non-derivative Suits. In case of a non-derivative suit, a person named in Paragraph (A) shall be indemnified only if:

1. he is successful on the merits or otherwise; or
2. he acted in good faith in the transaction which is the subject of the non-derivative suit, and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, he had no reason to believe his conduct was unlawful. The termination of a non-derivative suit by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy this Paragraph (E) (2).

F. Determination That Standard Has Been Met. A determination that the standard of Paragraph (C) or (E) has been satisfied may be made by a court of law or equity or the determination may be made by:

1. a majority of the directors of the Corporation (whether or not a quorum) who were not parties to the action, suit or proceeding; or
2. independent legal counsel (appointed by a majority of the directors of the Corporation, whether or not a quorum, or elected by the Shareholders of the Corporation) in a written opinion; or
3. the Shareholders of the Corporation.

G. Proration. Anyone making a determination under Paragraph (F) may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

H. Advance Payment. The Corporation may pay in advance any expenses (including attorney's fees) which may become subject to indemnification under paragraphs (A) - (G) if:

1. the Board of Directors authorizes the specific payment; and
2. the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the Corporation under Paragraphs (A) - (G).

I. Nonexclusive. The indemnification provided by Paragraphs (A) - (G) shall not be exclusive of any other rights to which a person may be entitled by law or by by-law, agreement, vote of Shareholders or disinterested directors, or otherwise.

J. Continuation. The indemnification and advance payment provided by Paragraphs (A) - (H) shall continue as to a person who has ceased to hold a position named in paragraph (A) and shall inure to his heirs, executors and administrators.

K. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Paragraph (A) against any liability incurred by him in any such positions or arising out of this status as such, whether or not the Corporation would have power to indemnify him against such liability under Paragraphs (A) - (H).

L. Reports. Indemnification payments, advance payments, and insurance purchases and payments made under Paragraphs (A) - (K) shall be reported in writing to the Shareholders of the Corporation with the next notice of annual meeting, or within six months, whichever is sooner.

M. Amendment of Article. Any changes in the *Florida Business Corporation Act* increasing, decreasing, amending, changing or otherwise effecting the indemnification of directors, officers, agents, or employees of the Corporation shall be incorporated by reference in this Article as of the date of such changes without further action by the Corporation, its

Board of Directors, of Shareholders, it being the intention of this Article that directors, officers, agents and employees of the Corporation shall be indemnified to the maximum degree allowed by the *Florida Business Corporation Act* at all times.

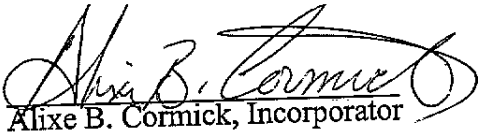
ARTICLE XIII: LIMITATION ON DIRECTOR LIABILITY

A. **Scope of Limitation.** No person, by virtue of being or having been a director of the Corporation, shall have any personal liability for monetary damages to the Corporation or any of its Shareholders for any breach of fiduciary duty except as to the extent provided in Paragraph (B).

B. **Extent of Limitation.** The limitation provided for in this Article shall not eliminate or limit the liability of a director to the Corporation or its Shareholders:

1. for any breach of the director's duty of loyalty to the Corporation or its Shareholders;
2. for any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. for any unlawful payment of dividends or unlawful stock purchases or redemptions in violation of the Florida Business Corporation Act; or
4. for any transaction for which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand the 14th day of April, 2000.


Alixe B. Cormick, Incorporator

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.

 Capital Connection, Inc. 4/20/2000
Signature/Registered Agent Date

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