

LAW OFFICES OF  
**ANDREW E. FARBER, P.A.**

23123 STATE ROAD 7  
SUITE 350-B  
BOCA RATON, FLORIDA 33428

ANDREW E. FARBER

OF COUNSEL:  
ELLIOT GREENE

TELEPHONE: (561) 451-1969  
FAX: (561) 883-1962

**P010000019805**

February 21, 2001

Via Express Mail  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**FILED**  
01 FEB 22 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

600003747-1  
-02/22/01-01860-010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Global IT Systems, Inc.

Gentlemen:

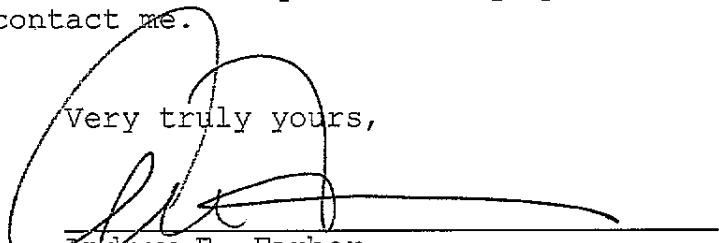
Enclosed please find:

- i) an original of Articles of Incorporation and one photocopy for the above referenced corporation;
- ii) a check for \$70.00 representing the filing fee and fee for registered agent designation for each of the above referenced corporations.

Please file the enclosed Articles and return a stamped copy thereof to the undersigned at the address at the top of this letter.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
\_\_\_\_\_  
Andrew E. Farber  
For the Firm

AEF/dk  
enclosure

*Handwritten:* 10-ee-6  
*Handwritten:* 2-22-01

ARTICLES OF INCORPORATION  
OF  
GLOBAL IT SYSTEMS, INC.

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01 FEB 22 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Global IT Systems, Inc.

Article II - Commencement

The existence of this corporation shall commence with the filing of these Articles of Incorporation.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 25,000,000 shares of \$0.0001 par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428 and the name and address of the initial registered agent is Andrew E. Farber, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

#### Article VI - Principal Office

The principal office and mailing address of this corporation shall be 23123 State Rd. 7, Suite 350-B, Boca Raton, Florida 33428.

#### Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

The name and address of the initial director is:

Ron Kong

23123 State Rd. 7, Suite 350-B  
Boca Raton, FL 33428

#### Article VIII - Incorporator

The name and address of the person signing these Articles is: Andrew E. Farber, 23123 State Road 7, Suite 350-B, Boca Raton, Florida 33428.

#### Article IX - Bylaws

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

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, this corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

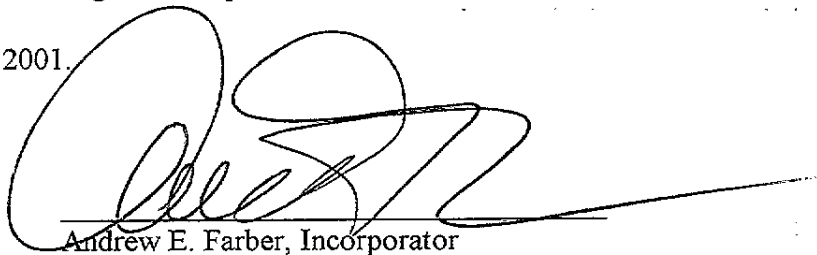
Article XI - Opt Out Provisions

This corporation shall not be governed by the provisions contained in Sections 607.0901 and 607.0902, Florida Statutes, regarding Affiliated Transactions and Control Share Acquisitions.

Article XII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 21st day of February, 2001.



Andrew E. Farber, Incorporator

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01 FEB 22 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST -- GLOBAL IT SYSTEMS, INC. DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS LOCATED AT 23123 STATE RD. 7, SUITE 350-B, IN THE CITY OF BOCA  
RATON, STATE OF FLORIDA, HAS NAMED ANDREW E. FARBER, LOCATED AT 23123  
STATE ROAD 7, SUITE 350-B, CITY OF BOCA RATON, STATE OF FLORIDA, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

Andrew E. Farber, Incorporator  
February 21, 2001

Having been named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

Andrew E. Farber, Registered Agent  
February 21, 2000.