

PO1000037021

Law Offices of
RICHARD SPICE WHEELER, ESQ.

2265 Lee Road, Suite 103
Winter Park, Florida 32789
Phone: (407) 622-0460
Fax: (407) 681-6632
email: spiceman@mpinet.net

April 3, 2001

700003962777--6
-04/06/01--01062--023
*****87.50 *****87.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Global Executive Resource, Inc.

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$87.50, representing the fees for filing and a certified copy of the same.

Also enclosed is the original Certificate Designating Registered Agent signed by the corporation and accepted by the Registered Agent.

Thank you for your assistance in this matter.

Sincerely,


Richard S. Wheeler

FILED
01 APR - 6 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Richard Spice Wheeler, B.A., J.D.

Admitted to practice in state and federal courts in New York, the District of Columbia and Florida and the U.S. Tax Court

Curtis L. O'Neal, M.B.A., J.D.
Legal Assistant

D. WHITE APR 12 2001

4✓

**ARTICLES OF INCORPORATION
OF
GLOBAL EXECUTIVE RESOURCE, INC.**

FILED
01 APR -6 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is GLOBAL EXECUTIVE RESOURCE, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of common stock having no par value, which shall be designated as "Common Shares."

ARTICLE V - PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of the Corporation is 7380 Sand Lake Road, Suite 523, Orlando, FL 32819. The initial registered office of the Corporation is 2265 Lee Road, Suite 103, Winter Park, FL 32789, and the name of the initial registered agent of the Corporation at that address is Richard Spice Wheeler, Esq.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these Articles is Richard Spice Wheeler, Esq., 2265 Lee Road, Suite 103, Winter Park, Florida 32789.

ARTICLE VII - INDEMNIFICATION

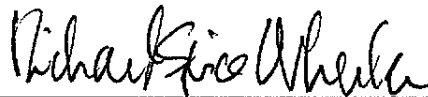
The Corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the Corporation to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision of these Articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject

to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 3rd
day of April, 2001.

A handwritten signature in black ink, reading "Richard Spice Wheeler". The signature is written in a cursive, flowing style. The first name "Richard" is written with a capital 'R' and a capital 'S' for "Spice". The last name "Wheeler" is written with a capital 'W' and a capital 'H'. The signature is positioned above a horizontal line.

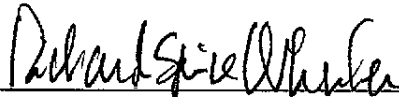
Richard Spice Wheeler, as Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted;

GLOBAL EXECUTIVE RESOURCE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 7380 Sand Lake Road, Suite 523, Orlando, FL 32819, has named Richard Spice Wheeler, Esq., 2265 Lee Road, Suite 103, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

Dated this 3RD day of April, 2001



Richard Spice Wheeler, as Incorporator

Having been named the agent to accept service of process for the above 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 performance of my duties.



Richard Spice Wheeler, as Registered Agent

FILED
01 APR -6 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA