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Wallace J.D. Weylie

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April 18, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Incorporation of G.W. USA Enterprises, Inc.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company.
A preliminary search of the name via the internet site indicated that there is no problem
with using this name.

Also enclosed is a check in the amount of \$122.50 to cover the fees, including the
furnishing of a certification to this office.

Thank you for your assistance.

Sincerely,

Ada Bartholomew

Ada Bartholomew,
Legal Assistant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

G.W. USA Enterprises, Inc.

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

ARTICLE I - NAME

The name of the corporation shall be:

G.W. USA Enterprises, Inc.

The principal place of business of this corporation shall be:

4747 West Waters Ave.
Suite 1309
Tampa, FL. 33614

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TALLAHASSEE, FLORIDA

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ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Gary Wilson
4747 West Waters Ave.
Suite 1309
Tampa, FL. 33614

ARTICLES VI - INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:

Gary Wilson
4747 West Waters Ave.
Suite 1309
Tampa, FL. 33614

In Witness whereof, the undersigned incorporators have executed these Articles of Incorporation this 18th day of April, 2001.

Signatures of Incorporators:

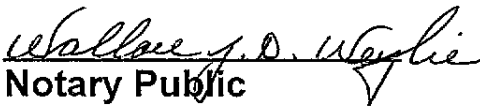


Gary Wilson

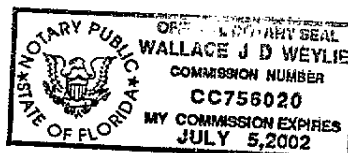
State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this 18th day of April, 2001 by Gary Wilson, who produced a Florida driver's license as identification and who did take an oath.



Notary Public
Commission No.



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: G.W. USA Enterprises, Inc.
2. The name and address of the registered agent and office is:

Wallace J.D. Weylie
350 Gulf Blvd.
Indian Rocks Beach, Florida 33785

Signature: 

Title: Incorporator

Date: 04/18/01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature Wallace J.D. Weylie
Wallace J.D. Weylie

Date 04/18/01