



TAX AND CONSULTING SERVICE, INC.

ACCOUNTING • TAX PLANNING • PAYROLL • TAX PREPARATION • ESTATE PLANNING • IRS AUDITS

DOUGLAS D. ROCCAFORE, J.D.
Member: California • Accredited Tax Advisor

ADRIANE L. ROCCAFORE, E.A.
Enrolled Agent • Member: NAEA, NATP

P01000083527
August 14, 2001

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

VIA AIRBORNE EXPRESS

Re: GLOBAL TRANSITION GROUP, INC.

Gentlemen:

900004538999--7
-08/16/01--01089--003
*****70.00 *****70.00

Enclosed are:

1. Original and one copy of Articles of Incorporation for the above named entity.
2. Check in the amount of \$70.00 for filing fees and Registered Agent designation.
3. Pre-paid Airborne Express Airbill and Envelope.

Please file the original Articles and return one copy with your filing verification in the Airborne Express package enclosed.

Thank you for your courtesy and special handling of these Articles. If you have any questions, please contact our office.

Sincerely,

ADRIANE L. ROCCAFORE
For the Firm

01 AUG 23 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1001-19177
Enclosures

T. Burch AUG 23 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 20, 2001

TAX AND CONSULTING SERVICES, INC.
ATTN: ADRIANE L. ROCCAFORTE
979 CROTON ROAD
MELBOURNE, FL 32935

SUBJECT: GLOBAL TRANSITION GROUP, INC.
Ref. Number: W01000019177

We have received your document for GLOBAL TRANSITION GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 801A00047328

ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

GLOBAL TRANSITION GROUP, INC.

ARTICLE II

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

**P. O. Box 540981
Merritt Island, Florida 32954-0981**

ARTICLE III

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

**TWO THOUSAND (2,000) SHARES
AT NO DOLLAR (\$0.00) PAR VALUE**

All of said authorized shares of stock shall be of one class.

FILED
01 AUG 23 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

The name and address of the initial Registered Agent of this corporation is:

**ADRIANE L. ROCCAFORTE
979 Croton Road
Melbourne, Florida 32935**

ARTICLE V

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this corporation are:

To do any or all of the things permitted or provided
by the laws of the State of Florida and to the extent
permitted and provided by said laws.

ARTICLE VI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law. Every such amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved, at a shareholders's meeting, by a majority of the shares entitled to vote thereon, unless all of said directors and all of said shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VII

The private property of the shareholders of this corporation shall not be subject to the payment of the debts of this corporation to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to this corporation.

ARTICLE VIII

The name and street address of the Incorporator and initial Director of the Corporation is:

THOMAS K. LOSHE
P. O. Box 540981
Merritt Island, Florida 32954-0981

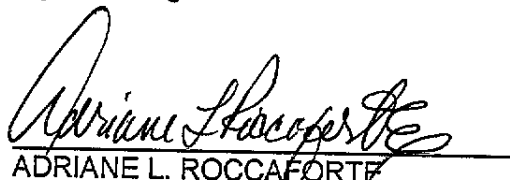
The undersigned Incorporator has executed these Articles of Incorporation this 14th day of August, 2001.


THOMAS K. LOSHE

ACKNOWLEDGEMENT

Having been named as the initial Registered Agent to accept service of process, at the place designated for the above named corporation in the foregoing Articles of Incorporation, I hereby accept this 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.

Dated: August 14, 2001


ADRIANE L. ROCCAFORTE
Registered Agent for
GLOBAL TRANSITION GROUP, INC.