

PO2000016674
TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL. 32314

100004900761--9
-02/11/02--01090--024
*****70.00 *****70.00

SUBJECT: GAZALY Corporation II
(Proposed Corporate Name - must include suffix)

Enclosed is an Original and (1) copy of the Articles of Incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate

\$122.50
Filing Fee &
Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: BALLANTYNE ACCOUNTING SERVICES
Name (printed or typed)

903 N. PINE HILLS ROAD
Address

ORLANDO, FL. 32808
City, State & Zip

407-298-0122
Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 11 PM 2:58

FILED

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Corporation is:
GAZALY CORPORATION II

ARTICLE 2 - PRINCIPAL OFFICE

The address of the Corporation's principal office is:

**4403 VINELAND RD
SUITE B-1
ORLANDO, FL 32811**

ARTICLE 3 - CORPORATION EXISTANCE

The duration of the Corporation is perpetual.

ARTICLE 4 - BUSINESS PURPOSE

TO TRANSACT ANY BUSINESS OR ACTIVITY
PERMITTED UNDER THE LAWS OF THE UNITED
STATES AND OF THE STATE OF FLORIDA

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS **TWO THOUSAND (2,000)** SHARES OF COMMON STOCK, EACH SHARE HAVING THE PAR VALUE OF **ONE DOLLAR (\$1.00)**.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 5.2 ALL HOLDERS OF SHARES OF COMMON STOCK SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS OF COMMON SHARES SHALL BE ENTITLED TO HAVE UNLIMITED VOTING RIGHTS ON ALL SHARES AND BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.
- 5.3 ALL HOLDERS OF SHARES OF COMMON STOCK, UPON THE DISSOLUTION OF THE CORPORATION, SHALL BE ENTITLED TO RECEIVE THE NET ASSETS OF THE CORPORATION.
- 5.4 NO HOLDER OF SHARES OF STOCK OF ANY CLASS SHALL HAVE ANY PREEMPTIVE RIGHT TO SUBSCRIBE TO OR PURCHASE ANY ADDITIONAL SHARES OF ANY CLASS, OR ANY BONDS OR CONVERTIBLE SECURITIES OF ANY NATURE; PROVIDED, HOWEVER, THAT THE BOARD OF DIRECTOR (S) MAY, IN AUTHORIZING THE ISSUANCE OF SHARES OF STOCK OF ANY CLASS, CONFER ANY PREEMPTIVE RIGHT THAT THE BOARD OF DIRECTOR (S) MAY DEEM ADVISABLE IN CONNECTION WITH SUCH ISSUANCE.
- 5.5 THE BOARD OF DIRECTOR (S) OF THE CORPORATION MAY AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF ITS STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, FOR SUCH CONSIDERATION AS THE BOARD OF DIRECTOR(S) MAY DEEM ADVISABLE, SUBJECT TO SUCH RESTRICTIONS OR LIMITATIONS, IF ANY, AS MAY BE SET FORTH IN THE BYLAWS OF THE CORPORATION.
- 5.6 THE BOARD OF DIRECTOR(S) OF THE CORPORATION MAY, BY RESTATED ARTICLES OF INCORPORATION, CLASSIFY OR RECLASSIFY ANY UNISSUED STOCK FROM TIME TO TIME BY SETTING OR CHANGING THE PREFERENCES, CONVERSIONS OR OTHER RIGHTS, VOTING POWERS, RESTRICTIONS, LIMITATIONS AS TO DIVIDENDS, QUALIFICATIONS, OR TERM OR CONDITIONS OF REDEMPTION OF THE STOCK.

ARTICLE 6 - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent of the Corporation is:

REDWAN GAZALY
6452 WINDER OAKS BLVD
ORLANDO, FL 32819

ARTICLE 7 - INITIAL DIRECTORS AND OFFICERS

The name of the initial Directors and Officers:

PRESIDENT/DIRECTOR REDWAN GAZALY

ARTICLE 8 - INCORPORATOR

The name and address of each Incorporator is:

REDWAN GAZALY
6452 WINDER OAKS BLVD
ORLANDO, FL 32819

The undersigned incorporator has executed these Articles of Incorporation
this 6th day of February, 2002.



REDWAN GAZALY

ARTICLE 9 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 9.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 9.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 10 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 11 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 13 – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors.

The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

(Continued)

(Continued ARTICLE 13)

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ACCEPTANCE BY REGISTERED AGENT

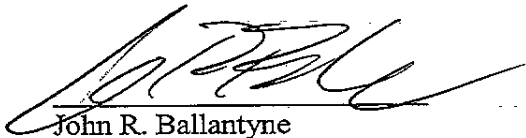
I, REDWAN GAZALY, agree to accept the designation of Registered Agent for GAZALY CORPORATION II, as the Registered Agent. I agree to accept service of Process and to comply with all the requirements of the Florida Statutes, Chapter 607, which apply to my capacity as a registered agent.

Dated this 6th day of February, 2002.


REDWAN GAZALY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 6th day of February, 2002.



STATE OF: FLORIDA
COUNTY OF: ORANGE

John R. Ballantyne
Commission Number: CC973655
Expiration Date: 10/13/2004
Notary Public

