

# WSD INTERNATIONAL SERVICE, INC.

Commerce - Investments - Consulting

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

PO2000019588

500004830915--2  
-01/28/02--01068--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

January 25, 2002

RE: Filing of the articles of incorporation of American Global Capital Fund-  
Investment Banking Inc.

500004830915--2  
-02/21/02--01010--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam,

Enclosed please find two copies of the articles of incorporation of the above corporation and the payment in form of check to the Department of State for the filing and the Certificate of Status.

Please return to us the confirmation of the filing together with one copy and the certificate of status of the corporation to the mailing address below. Thank you.

Sincerely,



WSD International Service, Inc.  
Elias Tsalikis

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 FEB 21 AM 9:38

2-21-02  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 4, 2002

WSD INTERNATIONAL SERVICE, INC.  
825 BRICKELL BAY DR., #1542  
MIAMI, FL 33131

SUBJECT: AMERICAN GLOBAL CAPITAL FUND-INVESTMENT BANKING  
INC.  
Ref. Number: W02000003159

We have received your document for AMERICAN GLOBAL CAPITAL FUND-INVESTMENT BANKING INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

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) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 202A00006746

ARTICLES OF INCORPORATION  
OF  
AMERICAN GLOBAL CAPITAL FUND, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
02 FEB 21 AM 9:38

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: AMERICAN GLOBAL CAPITAL FUND, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business is: 801 Brickell Avenue, 9-th Floor, Miami, FL 33131  
and the mailing address is: 825 Brickell Bay Dr. #1542, Miami, FL 33131.

ARTICLE III PURPOSE

The purposes for which the corporation is organized are:

To furnish, perform and conduct services, undertakings, projects and assignments of all kinds related to or useful in connection with the corporation, commercial, business, internet, telecommunications, environmental, medical, biomedical, bi-technology, engineering, computers, software, real estate, aviation, aerospace, management, consulting, insurance, investments, mortgages, securities, mergers and acquisitions.

To create, purchase, finance, invest in, lend to, own, control, operate, manage, engage in, conduct or otherwise acquire, take any interest in, deal with, and dispose of corporations, businesses, joint ventures, undertakings and projects of very description in the United States and any other country; and to furnish services and assistance of all kinds to and on the behalf of other corporations, persons, and entities, including managerial, planning, advisory, financial, investment, technical, administrative, consulting, marketing, promotional, distributive, research and reporting and reporting services on a state, national and international scale.

The corporation shall have the power to do any and all acts and things necessary or useful to its business and purposes, and shall have the general, specific and incidental powers and privileges granted to it by statute, including, but not limited to:

To enter into perform contracts; to acquire and exploit patents, trademarks, rights of all kinds and related and other interests; to acquire, use, deal in and with, encumber and dispose of real personal property without limitation, including obligations and securities; to borrow and lend money for its corporate purposes: to invest and reinvest its funds, and to take, hold and deal with real and personal property as security for payment of funds loaned or invested or otherwise; to vary any investment or employment of capital of the

corporation from time to time; to create or to participate with other corporations and entities for the performance of all undertakings as partner, joint ventures, or otherwise, and to share or delegate control therewith or thereto.

To pay pensions and establish and carry out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive or commission plans, trusts and provisions for any or all of the directors, officers and employees of its subsidiaries; and to provide insurance for its benefit on the life of any of its directors, officers or employees, or in the life of any stockholder for the purpose of acquiring at his death shares of his stock owned by such stockholder.

To invest in, merge or consolidate with any corporation in such a manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation or in which this corporation is in any way interested; to do any other act or thing for the preservation, protection, improvement or enhancement of value of any such stock, bonds or securities and while owner thereof to exercise all the rights, powers and privileges of ownership and any voting powers thereon; and to guarantee the indebtedness of others and the payment of dividends upon the stock the principal and/or interest of any bonds or other securities, and the performance of any contracts.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth either alone or in association with other corporations, firms, partnerships or individuals; to do every other act and thing incidental or appurtenant to, growing out of or connected with aforesaid business or powers to the extent permitted by the laws of Florida which this corporation is organized, and to do all such acts and things, conduct business, have one or more offices, and exercise its corporate powers in any and all places without limitation.

#### ARTICLE IV SHARES

The number of shares of stock is fifty million (50, 000,000) shares, \$.01 per value per share.

#### ARTICLE V INITIAL OFFICERS/DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of the directors may be wither increased or decreased form time to time by the by-laws but shall never be less than one (1). The name and the address of the initial director of the corporation is:

Dashnor Shena  
801 Brickell Avenue, 9-th Floor  
Miami, FL 33131

#### ARTICLE VI REGISTERED AGENT

The name and the address of the registered agent is:  
Elias Tsalikis

801 Brickell Avenue, 9-th Floor  
Miami, FL 33131


ARTICLE VII INCORPORATOR

The name and the address of the Incorporator is:

Elias Tsalikis  
801 Brickell Avenue 9-th Floor  
Miami, FL 33131

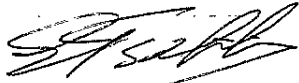
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*



\_\_\_\_\_  
Signature/Registered Agent

JANUARY 28, 2002  
Date



\_\_\_\_\_  
Signature/Incorporator

JANUARY 28, 2002  
Date