

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Global Capital Management, Inc

- 2
- ___ Art of Inc. File
 - ___ LTD Partnership File
 - ___ Foreign Corp. File
 - ___ L.C. File
 - ___ Fictitious Name File
 - ___ Trade/Service Mark
 - ___ Merger File
 - ___ Art. of Amend. File
 - ___ RA Resignation
 - ___ Dissolution / Withdrawal
 - ___ Annual Report / Reinstatement
 - ___ Cert. Copy
 - ___ Photo Copy
 - ___ Certificate of Good Standing
 - ___ Certificate of Status
 - ___ Certificate of Fictitious Name
 - ___ Corp Record Search
 - ___ Officer Search
 - ___ Fictitious Search
 - ___ Fictitious Owner Search
 - ___ Vehicle Search
 - ___ Driving Record
 - ___ UCC 1 or 3 File
 - ___ UCC 11 Search
 - ___ UCC 11 Retrieval
 - ___ Courier

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TALLAHASSEE, FLORIDA

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up

J. BRYAN MAR 11 2002

**ARTICLES OF INCORPORATION
OF
GLOBAL CAPITAL MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

GLOBAL CAPITAL MANAGEMENT, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is brokering, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
David Havanich, Jr.	5501 Eaglelake Dr Palm Beach Gardens, FL 33418	← same

The registered office of the corporation and its principal place of business shall be the same as above, with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be David Havanich, Jr.

ARTICLE VII
OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Carmine A. DellaSala, Jr.	5501 Eaglelake Dr Palm Beach Gardens, FL 33418	President
David Havanich, Jr.	5501 Eaglelake Dr Palm Beach Gardens, FL 33418	Vice-President

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII
SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Carmine A. DellaSala, Jr.	5501 Eaglelake Dr Palm Bch Gardens, FL 33418	250
David Havanich, Jr.	5501 Eaglelake Dr Palm Bch Gardens, FL 33418	250

ARTICLE IX


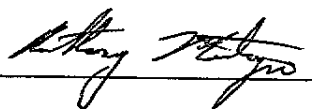
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 17th day of March, 2002.

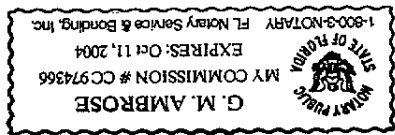
In the presence of:


 CARMINE A. DELLASALA, JR.

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, CARMINE A. DELLASALA, JR., to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.



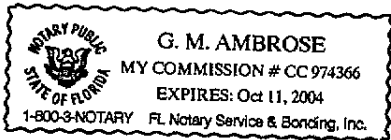
By: *G. M. Ambrose*
Name: G. M. Ambrose
Notary Public-State of Florida
My Commission Expires:

In the presence of:

[Signature]
[Signature]
STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

[Signature]
DAVID HAVANICH, JR.

BEFORE ME, the undersigned authority, personally appeared, DAVID HAVANICH, JR., to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.



By: *G. M. Ambrose*
Name: G. M. Ambrose
Notary Public-State of Florida
My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

GLOBAL CAPITAL MANAGEMENT, INC., with its place of business at
5501 Eaglelake Dr., Palm Bch Gardens, FL 33418 has named DAVID HAVANICH,
JR. located at same as above, as its agent to accept
service of process within Florida.

Dated: this 7th day of March, 2002.

By: 
CARMINE A. DELLASALA, JR.
Incorporator

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 General Corporation Act.

Dated: this 7th day of March, 2002.

By: 
DAVID HAVANICH, JR.
Registered Agent