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August 15, 2002

VIA FEDERAL EXPRESS

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

Re: GARAS HOLDINGS INC.

500007198285--9
-08/19/02--01046--009
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation and a check in the amount of \$78.75 made payable to Florida Department of State in connection with the formation of the above-referenced corporation pursuant to Chapter 607 of the Florida Statutes.

Please return a certified copy and certificate of status to the undersigned in the enclosed prepaid Federal Express envelope at your earliest convenience. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Michael J. Ioannou

MJI/cfc
Enclosures

08-21-02
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FILED
2002 AUG 19 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

GARAS HOLDINGS INC.

The undersigned incorporator, for the purpose of creating a Florida for profit corporation pursuant to Chapter 607 of the Florida Business Corporation Act ("Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: ***GARAS HOLDINGS INC.***

ARTICLE II. PRINCIPAL OFFICE

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

8320 Northwest 38th Court
Coral Springs, Florida 33065

ARTICLE III. CAPITAL STOCK

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

1000 Shares of Common Stock

ARTICLE IV. TERM OF EXISTENCE

This corporation may exist perpetually and indefinitely.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory, including but not limited to, consulting work and other business and real estate ventures.

ARTICLE VI. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have two (2) directors, initially. The name and address of the initial members of the Board are:

Raafat Garas
8320 NW 38th Ct Coral Springs FL 33065
Director

Noha Garas
8320 NW 38th Ct Coral Springs FL 33065
Director

ARTICLE VII. OFFICERS

This corporation shall have two (2) officers, initially. The name, address and position of the initial officers are:

Raafat Garas
8320 NW 38th Ct Coral Springs FL 33065
President/Treasurer

Noha Garas
8320 NW 38th Ct Coral Springs FL 33065
Vice-President/Secretary

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Michael J. Ioannou, Esquire
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP
2300 Glades Road
Suite 400 - East Tower
Boca Raton, Florida 33431

ARTICLE IX. REGISTERED AGENT

The name and address of the initial registered agent is:

Michael J. Ioannou
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP
2300 Glades Road
Suite 400 - East Tower
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this 14th day of August

2002.



Michael J. Ioannou

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of New York, the corporation, ***GARAS HOLDINGS
INC.***, organized under the laws of the State of Florida, submits the following statement in
designating the registered agent/registered office, in the State of Florida.


The name and address of the registered agent/registered office is:

Michael J. Ioannou
MCCLOSKEY, D'ANNA, IOANNOU & DIETERLE, LLP
2300 Glades Road
Suite 400 - East Tower
Boca Raton, Florida 33431

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Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the 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, 2002.



Michael J. Ioannou