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(Requestor's Name)

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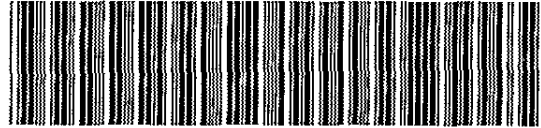
(Business Entity Name)

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**DAVID A. CARTER, P.A.**

ATTORNEY AT LAW

2300 GLADES ROAD

SUITE 210, WEST TOWER

BOCA RATON, FLORIDA 33431

(561) 750-6999

FACSIMILE (561) 367-0960

DAVID A. CARTER\*

\*MEMBER OF FLA. AND IOWA BAR

BERT L. GUSRAE\*\*

OF COUNSEL

\*\*MEMBER N.Y. BAR ONLY

FEDERAL EXPRESS

April 2, 2003

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

Re: G3 Exchange Corp.

Dear Sir/Madam:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation for G3 Exchange Corp. Please file the original and return to one (1) file-stamped certified copy. Please return the certified copy via Federal Express, account #1049 5193 5.

In addition, please find enclosed a check in the amount of \$122.50 to cover the following:

Filing Fee for Articles of Incorporation:	\$35.00
Designation of Registered Agent:	35.00
Certified Copy of Articles of Incorporation:	<u>52.50</u>
	\$122.50

If you have any questions or need any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

Very truly yours,  
David A. Carter, P.A.

By: Susan M. Massinger  
Susan M. Massinger  
Legal Secretary

SMM/mmi  
cc: Jane Flood  
flood\article.cvr

ARTICLES OF INCORPORATION

OF

G3 Exchange Corp.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:

G3 Exchange Corp.  
c/o David A. Carter, P.A.  
2300 Glades Road, Suite 210W  
Boca Raton, Florida 33431

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida for corporations.

ARTICLE III

The Capital stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000,000	\$ .001	Common

The consideration for all of the 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 the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be

located at 2300 Glades Road, Suite 210W, Boca Raton, FL 33431, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Bert L. Gusrae, Esq.

#### ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the by-laws of the Corporation.

#### ARTICLE VII

The name and address of the first director of the corporation who shall hold office for the first year or until her successor(s) is duly elected and qualified, shall be:

Jane Flood  
4119 S. Via Marina, #S105  
Marina del Rey, CA 90292

#### ARTICLE VIII

The name and address of the incorporator is:

Jane Flood  
4119 S. Via Marina, #S105  
Marina del Rey, CA 90292

#### ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE XII

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

ARTICLE XIII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be repealed or amended and new By-Laws may be adopted by either the Board of Directors or the Shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator 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, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 31st day of MARCH, 2003.

Jane Flood  
Jane Flood, Incorporator

STATE OF CALIFORNIA )

COUNTY OF Los Angeles ss:

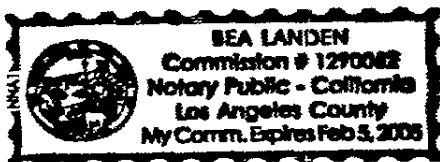
The foregoing instrument was acknowledged before me on this 31st day of March, 2003, by Jane Flood as Incorporator of G3 Exchange Corp. on behalf of the Corporation.

SWORN AND SUBSCRIBED BEFORE ME Jane Flood did personally appear.

X personally known to me

produced the following identification: Florida ID # F430-453-59-56

My Commission expires:



Dea Landen  
Notary Public

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

In compliance with the laws of the State of Florida, the following is submitted:

1. G3 Exchange Corp. desiring to organize under the laws of the State of Florida, has named Bert L. Gusrae, Esq. its statutory registered agent.

Having been named the statutory agent of the above-named Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Registered Agent:

Dated: March 31, 2003

By: Bert L. Gusrae  
Bert L. Gusrae, Esq.

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 31st day of March, 2003, by Bert L. Gusrae, Esq. as Registered Agent of G3 Exchange Corp. on behalf of the Corporation.

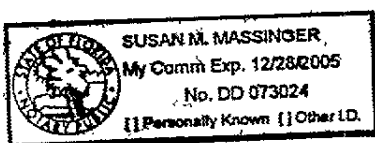
SWORN AND SUBSCRIBED BEFORE ME Bert L. Gusrae did personally appear.

X personally known to me

produced the following identification: \_\_\_\_\_

Susan M. Massinger  
Notary Public

My commission expires:



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STATE  
TALLAHASSEE, FLORIDA