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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GP Strategic Ventures Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

APR 10 1999

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GP Strategic Ventures Inc.

ARTICLE II PRINCIPAL OFFICE

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

GP Strategic Ventures Inc.

4307 Bay Club Circle

Tampa, FL 33607

ARTICLE III SHARES

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

1,000 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Frank J. McPartland

4307 Bay Club Circle

Tampa, FL 33607

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Prepared By:

Bruce B. Hubbard

77 East John St.

Hicksville, New York 11801

1-516-935-9940

ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

**Frank J. McPartland - President
4307 Bay Club Circle
Tampa, FL 33607**

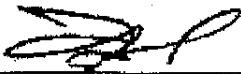
ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**Frank J. McPartland
4307 Bay Club Circle
Tampa, FL 33607**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9th day of April 2003.



Frank J. McPartland - Signature

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **GP Strategic Ventures Inc.**

2. The name and address of the registered agent and office is:

Frank J. McPartland

Name

4307 Bay Club Circle

(P.O. Box or Mail Drop Box NOT Acceptable)

Tampa, FL 33607

(City / State / Zip)

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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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.



Frank J. McPartland
SIGNATURE

April 9, 2003

(Date)

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