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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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2003 AUG -1 AM 9:05
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GSE EXOTICS, INC.

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

8/4/03

Articles of Incorporation
of
GSE EXOTICS, INC.

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CLERK OF STATE
TALLAHASSEE FLORIDA

Article I. Name

The name of this Florida corporation is:
GSE EXOTICS, INC.

Article II. Address

The mailing address of the Corporation is:

GSE EXOTICS, INC.
5325 NW 77TH AVENUE
MIAMI, FL 33166

Article III. Capital Stock

The Corporation shall have the authority to issue 100 shares of
common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

JEFFERY HOCH
5325 NW 77TH AVENUE
MIAMI, FL 33166

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of
Directors consisting of no less than one director. The number of directors may
be increased or decreased from time to time in accordance with the Bylaws of
the Corporation. The election of directors shall be done in accordance with the
Bylaws. The directors shall be protected from liability to the fullest extent
permitted by law. The name of each initial member of the Corporation's Board of
Directors are:

President - Jack Galardi 5325 NW 77th Avenue Miami, FL 33166

Prepared by:
Saunders & Associates
11120 N. Kendall Dr., #201 Miami, FL 33178
(305)270-2040

Article VI.

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

Article VII, Incorporator

The name and address of the incorporator is:

JACK GALARDI
5325 NW 77TH AVENUE
MIAMI, FL 33166

Article VIII. Corporate Existence

The corporate existence of the Corporation shall be effective upon filing.

The authorized representative of the incorporator executed the Articles of Incorporation on August 1, 2003.

By: 

Jack Galardi
President

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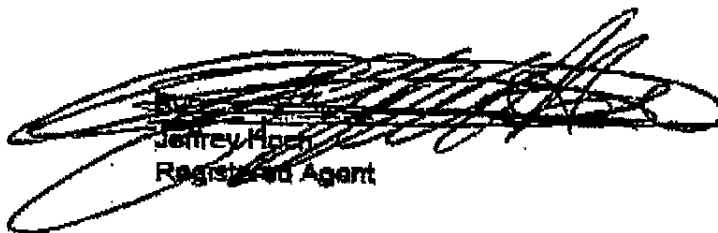
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CORPORATION:
GSE EXOTICS, INC.**

**REGISTERED AGENT:
Jeffrey Hoch
5325 NW 77th Avenue
Miami, FL 33168**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Jeffrey Hoch
Registered Agent