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Florida Department of State
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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
Fax Number : (305)716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GEORGE ELECTRONICS USA, CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
GEORGE ELECTRONICS USA, CORP.**

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

ARTICLE I - NAME

The name of the corporation shall be:

GEORGE ELECTRONICS USA, CORP.

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

**8249 NW 36TH Street Suite 114
Miami, Fl 33166**

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in Import & Export of electronic equipment or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

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

10,000 SHARES \$ 5.00 PER VALUE

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
Hispan American Services Inc.
1885 W. Flagler St., Suite # 11
Miami, FL 33135

ARTICLE V - OFFICERS, DIRECTORS

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected,

Georges Toutounji
President
8249 NW 36TH Street Suite 114
Miami, Fl 33166

Jorge Alberto Toutounji
Treasurer & Secretary
Ave. 17 (Los Haticos) No. 114-162
C.C. Vida Luz, Planta Baja
Maracaibo, Venezuela

ARTICLE VI - INCORPORATOR(S)

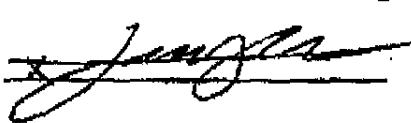
The name(s) and address (es) of the incorporator(s) to these articles of incorporation is(are):

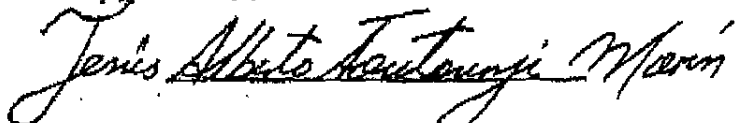
Georges Toutounji
President
4,900 Shares
8249 NW 36TH Street Suite 114
Miami, Fl 33166

Jorge Alberto Toutounji
Treasurer & Secretary
5,100 Shares
Ave. 17 (Los Haticos) No. 114-162
C.C. Vida Luz, Planta Baja
Maracaibo, Venezuela

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 08TH day of August 2003

Signature(s) of Incorporator(s)





CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation _____

GEORGE ELECTRONICS USA, CORP.

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

Georges Toutounji

(P.O. BOX NOT ACCEPTABLE)

8249 NW 36TH Street Suite 114 Miami, Fl 33166

(ADDRESS OFFICE)

SIGNATURE _____

(Signature)
(corporate officer)

TITLE President

DATE 08/08/2003

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, FLORIDA STATUTES.

SIGNATURE _____

DATE 08/08/2003

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