

**PD3000122671**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H03000307667 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From: Account Name : ADORNO & YOSS, P.A.  
Account Number : 076247002423  
Phone : (954)763-1200  
Fax Number : (954)766-7800

FILED  
03 OCT 30 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**  
**GPS INTERNATIONAL HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

10131

**ARTICLES OF INCORPORATION  
OF  
GPS INTERNATIONAL HOLDINGS, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: GPS INTERNATIONAL HOLDINGS, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 333 North New River Drive East, Third Floor, Fort Lauderdale, Florida 33301.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, par value \$.0001 per share and 2,000,000 shares of Preferred Stock, par value \$.0001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

BRIAN A. PEARLMAN, ESQ., FLA. BAR #0157023  
Adorno & Yoss, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

FILED  
03 OCT 30 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Howard Patterson  
333 North New River Drive East  
Third Floor  
Fort Lauderdale, Florida 33301

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

Howard Patterson  
333 North New River Drive East, Third Floor  
Fort Lauderdale, Florida 33301

Frank Rosso  
101 North Riverside Drive, Suite 210  
Pompano Beach, Florida 33062

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

H03000307667 3

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Howard Patterson, 333 North New River Drive East Third Floor, Fort Lauderdale, Florida 33301.

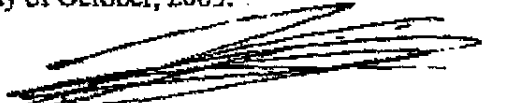
**ARTICLE X**  
**INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI**  
**AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 30 day of October, 2003.

  
Howard Patterson, Incorporator

H03000307667 3

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

GPS INTERNATIONAL HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 333 North New River Drive East, Third Floor, Fort Lauderdale, Florida 33301 has named Howard Patterson, whose address is 333 North New River Drive East, Third Floor, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Howard Patterson

FILED  
03 OCT 30 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H03000307667 3