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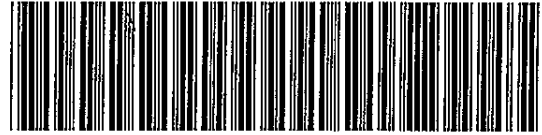
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HELLER AND CHAMES, P.A.
ATTORNEYS AT LAW

JONATHAN A. HELLER
DEBORAH S. CHAMES
HOLLY S. GROSS

MIAMI OFFICE
888 BRICKELL AVENUE
SIXTH FLOOR
MIAMI, FLORIDA 33131
DADE (305) 372-5000
FACSIMILE (305) 372-0052

September 25, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399.

Re: 3Gees, Inc.
~~Hemisphere Capital, Inc.~~

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for 3Gees, Inc., together with a check in the amount of \$78.75 as the filing fee.

Also enclosed is the Resignation of officer and director as well as the Articles of Amendment for Hemisphere Capital, Inc., together with the fees totaling \$70.00 for these filings.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


JONATHAN A. HELLER

JAH/mak
Enclosures

ARTICLES OF INCORPORATION
OF
3GEES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the corporation is:

3GEES, INC.

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TALLAHASSEE, FLORIDA

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ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature of the business or businesses to be transacted by the corporation, which shall include, without limitation, the authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful business or activity permitted under the laws of the United States or of the State of Florida for which corporations may be incorporated under Chapter 607, Florida Statutes, is as follows:

(1) To carry on a general mercantile, industrial, investing, service or trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal, and mixed property of any and all kinds, including services together with the components, resultants and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial, retail and service establishments of every character, including, without limitation, all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or businesses of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business; including the ownership and control of other corporations and serving as partner in partnerships, foreign or domestic.

(2) To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work,

clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and general deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties; to carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

(3) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventories, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereto;

(c) franchises, licenses, grants and concessions.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

This corporation is authorized to issue preferred shares in such classes and in such amounts and with such par values as shall be determined by the board of directors of the corporation by a majority vote at a special meeting held for the purpose of issuing such shares. The preferred shares shall have such preferences as to the payment of, and entitlement to such percentage of, the dividends of the corporation as shall be determined by the board of directors at the aforesaid special meeting. The classes of such preferred shares shall have such preferences in the assets of the corporation over other classes of shares upon the voluntary or involuntary liquidation of the corporation as the board of directors shall enact at such meeting. At such meeting, the Articles of Incorporation of this corporation shall be amended and the enacted resolution shall be recorded with the Secretary of State of Florida prior to the issuance of any such shares. The board of directors of the corporation is expressly authorized and empowered to establish the series and classes of preferred shares and to affix and determine the variations and the relative rights and preferences as between series and the board of directors shall have the authority to divide any or all such classes into series and to fix and determine the relative rights and preferences of the shares of any series so established. The holders of preferred shares of the corporation shall have no voting rights except as expressly required by Florida law.

**ARTICLE FIVE
INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and mailing address of the corporation is 4580 Adams Avenue, Miami Beach, Florida 33140. The street address of the initial registered agent of this corporation is: 4580 Adams Avenue, Miami Beach, Florida 33140. The name of the initial registered agent of this corporation at that address is: Warren K. Gross.

**ARTICLE SIX
INITIAL OFFICERS AND DIRECTORS**

The initial officers and directors of this corporation are:

Warren K. Gross, President
4580 Adams Avenue
Miami Beach, Florida 33140

Ira H. Gross, Vice-President
4580 Adams Avenue
Miami Beach, Florida 33140

Gary Glogower, Vice-President
4580 Adams Avenue
Miami Beach, Florida 33140

**ARTICLE SEVEN
INCORPORATORS**

The name and address of the person signing these Articles is: Warren K. Gross, 4580 Adams Avenue, Miami Beach, Florida 33140. _

**ARTICLE EIGHT
BY-LAWS**

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by the board of directors.

**ARTICLE NINE
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the board of directors and the holders of the common stock of the corporation. Preferred shareholders shall have no right to vote upon amendments to the Articles of Incorporation except as specifically required by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of December, 2003.

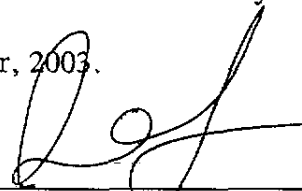


WARREN K. GROSS

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared WARREN K. GROSS, who is/is not personally known to me and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 31st day of December, 2003.



Notary Public, State of Florida

Print Name: _____

Raymonde D. Hedditch
Commission #DD164017
Expires: Nov 11, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires: _____



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.



WARREN K. GROSS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA