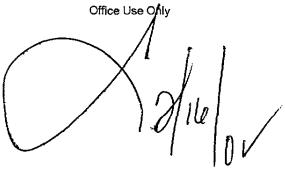
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2004 FEB ~9 A IO: 55 SECRETARY OF STATE.

TRANSMITTAL LETTER

DEPARTMENT OF STATE DIVISION OF CORPORATIONS PO BOX 6327 TALLAHASSEE, FL 32314

SUBJECT:

GIL DEVELOPMENT AND INVESTMENTS, INC.

(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION AND A CHECK FOR \$ 78.75.

FROM:

RICHARD L. RIESENBERG

ACCOUNTANT

644 E. HALLANDALE BEACH BOULEVARD

HALLANDALE BEACH, FL 33009

954-458-5514

ARTICLES OF INCORPORATION OF

GIL DEVELOPMENT AND INVESTMENTS, INC.

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 #1 NAME OF THE CORPORATION GIL DEVELOPMENT AND INVESTMENTS, INC.

ARTICLE #2 PRINCIPAL OFFICE OF THE CORPORATION
17555 COLLINS AVE, SUITE 2801, SUNNY ISLES BEACH, FL 33160

ARTICLE #3 NUMBER OF SHARES 1000 SHARES COMMON STOCK

ARTICLE #4 INITIAL REGISTERED AGENT FOR THE CORPORATION YOSI GIL

ARTICLE #5 INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESSES OF THE INCORPORATOR(S) YOSI GIL, 17555 COLLINS AVE, SUITE 2801, SUNNY ISLES BEACH, FL 33160

ARTICLE # 6 INITIAL OFFICERS AND DIRECTOR(S)

TITLE, NAME(S) AND STREET ADDRESSES OF THE OFFICERS & DIRECTORS PRESIDENT/SECRETARY/DIRECTOR

YOSI GIL, 17555 COLLINS AVE, SUITE 2801, SUNNY ISLES BEACH, FL 33160

THE UNDERSIGNED OFFICER HAS EXECUTED

THESE ARTICLES OF INCORPORATION THIS

OF COCOC 2004:

SIGNATURE

YOSI GIL, PRESIDENT/SECRETARY PRINTED NAME

<u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT AND REGISTERED OFFICE

PERSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, UNDER THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED AGENT AND THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA.

1. NAME OF CORPORATION:

GIL DEVELOPMENT AND INVESTMENTS, INC.

2. NAME AND ADDRESS OF RESIDENT AGENT:

YOSI GIL 17555 COLLINS AVENUE SUITE 2801 SUNNY ISLES BEACH, FL 33160

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 STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

YOSI GIL

February 5, 2004

DATE