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global analytic laboratory, incorporated

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STATE
OF FLORIDA

**ARTICLES OF INCORPORATION
OF
GLOBAL ANALYTICAL LABORATORY, INCORPORATED**

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity under Chapter 607 and 621 of Florida Statutes, adopts the following articles of incorporation.

ARTICLE I

NAME/PRINCIPAL OFFICE

The name of this Corporation shall be Global Analytical Laboratory, Incorporated, located at 17011 North Bay Road, Building B2, Apartment 1019, North Miami Beach, Florida 33261.

ARTICLE II

CORPORATE EXISTENCE

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III

PURPOSE

This Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

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ARTICLE III
EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause herof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The address of the initial Registered Office of the Corporation is 3500 North State Road 7, Suite 499, Fort Lauderdale, Florida 33319, and its initial Registered Agent at such address is Tashi I. Richards, Esq.

ARTICLE V
STOCKS

Section A Authorized Common Voting Shares.

The aggregate number of common voting shares which the Corporation is authorized to issue is 1,500 shares of no par value common voting stock.

1. Voting Rights and Notices.

At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. Dividends.

Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation.

Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, and or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting.

There shall be no cumulative voting.

Section C. No Preemptive Rights of Shareholders.

No holder of any shares of the Corporation shall have any preemptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section D. Right to Redeem Stock.

Without regard to any other power to purchase shares of the Corporation as permitted by law, the Corporation by action of the Board of Directors may purchase outstanding shares in an amount not to exceed its capital and paid in surplus.

Section E. First Lien.

The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section F. Transfer of Shares of Indebted Shareholder.

If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

ARTICLE VI

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

The number of Directors constituting the first Board of Directors is three (3), their names and addresses being as follows:

Kenneth Ramnath
17011 North Bay Road
Building B2, Apt. #1019
Sunny Isle Beach, FL 33160

Shawn S. Mohamed
7920 Northwest 6th Street
Unit #205
Pembroke Pines, FL 33024

Tashi I. Richards
7920 Northwest 6th Street
Unit #205
Pembroke Pines, FL 33024

ARTICLE VII

COMMITTEES

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least two Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**ARTICLE VIII
OFFICERS**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Officers</u>	<u>Name and Address</u>
President:	Kenneth Ramnath 17011 North Bay Road, Building B2, Apt. #1019, Sunny Isle Beach, FL 33160
Vice President:	Shawn S. Mohamed 7920 Northwest 6 th Street, Unit #204, Pembroke Pines, FL 33024
Secretary:	Tashi I. Richards 7920 Northwest 6 th Street, Unit #204, Pembroke Pines, FL 33024
Treasurer:	Tashi I. Richards 7920 Northwest 6 th Street, Unit #204, Pembroke Pines, FL 33024

ARTICLE IX

PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X

NON-LIABILITY OF DIRECTORS

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation,

partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaws, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XII

INDEMNIFICATION OF OFFICER-DIRECTORS

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders,

or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XIII AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

ARTICLE XIV REAL ESTATE

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or the Treasurer, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by the President or a Vice President.

ARTICLE XV DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI
INCORPORATOR(S)

The incorporator(s) of this corporation is/are:


Kenneth Ramnath
17011 North Bay Road
Building B2, Apt. #1019
Sunny Isle Beach, FL 33160


Shawn S. Mohamed
7920 Northwest 6th Street
Unit #205
Pembroke Pines, FL 33024


Tashi I. Richards
7920 Northwest 6th Street
Unit #205
Pembroke Pines, FL 33024

The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

Dated: January 19th, 2005.

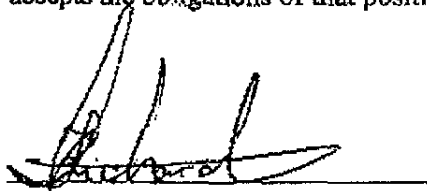

Kenneth Ramnath
Incorporator


Shawn S. Mohamed
Incorporator


Tashi I. Richards
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Global Analytical Laboratories, Incorporated at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute §607.0501.



Tashi I. Richards

Registered Agent

1/19/05
Date

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

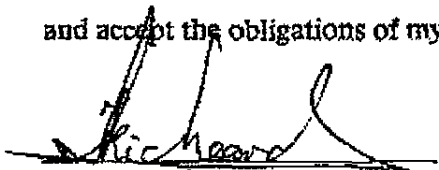
UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Global Analytical Laboratories Incorporated
2. The name and address of the registered agent and office is:

Tashi I. Richards, Esq.
3500 North State Road 7
Suite #499
Fort Lauderdale, FL 33319

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STATE OF FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.


Tashi I. Richards, Esq.

Dated: January 19, 2005

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