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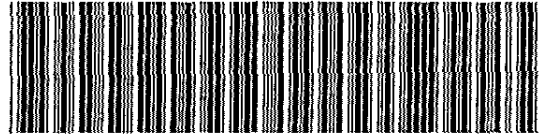
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Mr. Rosenthal GAVE
AUTHORIZATION BY PHONE TO
CORRECT ACT. VIII
DATE 5/10/05
DOC. # 68380 7H

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05 MAY -4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Hampton MAY 10 2005

Law Offices

Stephen N. Rosenthal

Mailing Address

20533 Biscayne Boulevard, #265

Aventura, Florida 33180

Downtown Office
25 West Flagler Street
Suite 1040
Miami, Florida 33130

April 26, 2004

Telephone: (305) 931-1115
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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of:
GCT III Corp.

To Whom It May Concern:

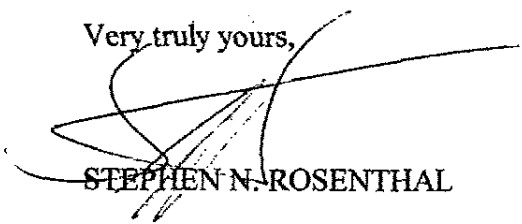
In connection with the above referenced matter, I am herewith enclosing an original and copies of the fully executed Articles of Incorporation for GCT III Corp.

As such, I would at this time appreciate your filing same within your public records and thereafter forwarding a copy of the filed Articles to my office in the self addressed stamped envelope.

I am also enclosing my check to cover the cost of your service.

Thank you for your courtesy and consideration.

Very truly yours,



STEPHEN N. ROSENTHAL

SNR:laa
Encl.

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05 MAY -4 PM 3:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

GCT III CORP.

THE UNDERSIGNED do hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be: GCT III CORP.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of servicing, rebuilding, repairing, assembling and manufacturing of transmissions, and other automotive repairs including any and all acts necessary and/or related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation shall be authorized to issue capital stock in the following manner, to-wit:
(1000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 5835 Ravenswood Road, Ft. Lauderdale, Florida 33312.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be ART KISKANYAN, and the Registered Office shall be located at 5835 Ravenswood Road, Ft. Lauderdale, Florida 33312, or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles in Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
ART KISKANYAN - P, VP, S, T	5835 Ravenswood Road Ft. Lauderdale, Florida 33312

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
ART KISKANYAN	5835 Ravenswood Road Ft. Lauderdale, Florida 33312

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
ART KISKANYAN	5835 Ravenswood Rd. Ft. Lauderdale, Fl. 33312	1000	\$ 10,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Officer and Director of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees incurred or imposed upon such Director or

Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set by hand and seal at Ft. Lauderdale
Broward County, florida, this 15 day of April, 2005.

 (SEAL)
ART KISKANYAN

_____ (SEAL)

