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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

gbe enterprises, inc.

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ARTICLES OF INCORPORATION

OF

GBE ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 I NAME

The name of the corporation shall be:

GBE Enterprises, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3119 St. Anne's Drive
Boca Raton, FL 33496

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Lisa Marton
3119 St. Anne's Drive
Boca Raton, FL 33496

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Lisa Marton
3119 St. Anne's Drive
Boca Raton, FL 33496

ARTICLE VI DIRECTOR(S)

Lisa Marton

ARTICLE VII NATURE OF BUSINESS

The nature of the business of the Company is sales and marketing or other such related activities which are legal in the State of Florida.

The undersigned has(have) executed these Articles of Incorporation

this 27 day of June, 2005.


Signature/Title


Signature/Title

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

Pursuant to the provisions of section 607.0501, Florida Statutes, 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:

GBE Enterprises, Inc.

2. The name and registered agent and office is:

Lisa Marton

(Name)

3119 St. Anne's Drive

(P.O. Box NOT acceptable)

Boca Raton, FL 33496

(City/State/Zip)

Signature 

Title President

Date 6/27/05

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Date 6/27/05

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**CONSENT TO OBTAIN ASSISTANCE IN THE PREPARATION OF
ARTICLES OF INCORPORATION FOR:**

GBE ENTERPRISES, INC.

BE IT KNOWN, that the office of Levy & Associates, P.A. has provided assistance to the undersigned in preparing the Articles of Incorporation with the Florida Department of State, Division of Corporations.

Each Corporation is a separate entity and such has specific goals, needs and requirements. It is therefore recommended by this office that your legal counsel review corporate documents. We have provided assistance only in preparing your Articles of Incorporation, and do not attempt to render any legal advice.

The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

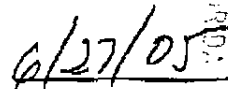
I(WE), THE UNDERSIGNED INCORPORATOR(S), HEREBY GRANT(S) PERMISSION TO ASSIST IN PREPARING THE ARTICLES OF INCORPORATION FOR GBE ENTERPRISES, INC. FOR THE FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS.

Acknowledgements:

Date:



Lisa Marton, Incorporator



6/27/05

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