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05 JUL 13 PM 4:12

SECON. DIST. 314
TALLAHASSEE, FL 32301

Handwritten signature/initials



Law Offices Of
Greg Ross, P.A.

Greg Ross
Admitted to
Florida and
New York Bars

Of Counsel: Burt E. Eisenberg
Admitted to Florida Bar

Bruce I. Schreiber
Admitted to Connecticut Bar

July 12, 2005

Division of Corporations
Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Our Client: **GNS Capital, Inc.**

Dear Sir/Madam:

Enclosed please find the following items which are being presented to you for filing regarding the incorporation of the above-referenced entity:

- Original and one copy of the Articles of Incorporation and Acceptance for Designation of Registered Agent
- Our client's check payable to **Florida Department of State - Division of Corporations** in the amount of \$78.75 calculated as follows:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
* Certified Copy (optional)	<u>\$ 8.75</u>

TOTAL \$ 78.75

Please file accordingly and remit a certified copy to this office. If you have any questions regarding this filing, please feel free to contact me. Thanking you in advance for your immediate attention to this matter. I remain,

Very truly yours,


GREG ROSS

GR/eac

Enclosure

ARTICLES OF INCORPORATION

of

GNS CAPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME AND PRINCIPAL ADDRESS**

The name of the corporation shall be GNS CAPITAL, INC. The principal address of the Corporation will be 19333 NW 23rd Street, Pembroke Pines FL 33029.

**ARTICLE TWO
DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida law.

**ARTICLE FOUR
CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Fifteen Hundred (1,500) shares at One Dollar (\$1.00) par value.

ARTICLE FIVE
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 311 Southeast Tenth Court, Fort Lauderdale, Florida 33316 and the name of the initial registered agent at that address is GREG ROSS, ESQ.

ARTICLE SEVEN
INCORPORATORS

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Giuseppe Pistone	19333 NW 23 rd Street Pembroke Pines FL 33029

ARTICLE EIGHT
INITIAL OFFICERS and DIRECTORS

The names and addresses of the initial officers and/or directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Giuseppe Pistone	19333 NW 23 rd Street Pembroke Pines FL 33029	President, Vice-President Secretary, Treasurer and Director

ARTICLE NINE
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE TEN
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 11 day of May, 2005.


GIUSEPPE PISTONE

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared GIUSEPPE PISTONE, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

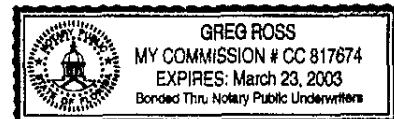
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11 day of May, 2005,


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: _____


Print Name

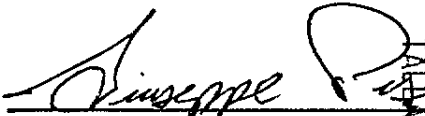
Personally known:
Produced Identification:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT GNS CAPITAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 19333 NW 23rd STREET, CITY OF PEMBROKE PINES, STATE OF FLORIDA, 33029, HAS NAMED GREG ROSS, ESQ., WITH HIS PRINCIPAL ADDRESS OF 311 S.E. 10th COURT, FORT LAUDERDALE, FLORIDA, 33316, COUNTY OF BROWARD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
GIUSEPPE PISTONE (Corporate Officer)
TITLE President / Director / Incorporator
DATE: 7/11/05

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05 JUL 13 PM 4:12
CLERK OF DISTRICT COURT
FLORIDA
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
GREG ROSS, ESQ., Resident Agent
DATE: 7/11/05