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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.

global pay (overseas) inc.

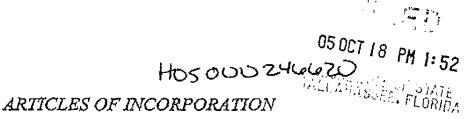
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OF

GLOBAL PAY (OVERSEAS) INC.

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

GLOBAL PAY (OVERSEAS) INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) SHARES of common stock with no par value.

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ARTICLE FIVE

The street address of the initial office of the Corporation is:

Global Pay (Overseas) Inc. 201 South Biscayne Blvd, 28th Floor Miami, Florida 33131

ARTICLE SIX

The name and address of the initial Registered Agent is:

Clemens W. Pauly 815 Ponce de Leon Blvd., Suite 205 Coral Gables, Florida 33134

<u>ARTICLE SEVEN</u>

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors and Officers of the Corporation are as follows:

Renate Anna Schaefers

President 201 South Biscayne Blvd, 28th Floor Miami, Florida 33131

Joachim Focke

Treasurer and Secretary 201 South Biscayne Blvd, 28th Floor Miami, Florida 33131

ARTICLE EIGHT

The name and address of the incorporator is as follows:

Clemens W. Pauly 815 Ponce de Leon Blvd., Suite 205 Coral Gables, Florida 33134

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ARTICLE NINE

The Corporation reserves the right to amend or repeal any provisions contained in these. Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TEN

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE ELEVEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18th day of October, 2005.

CLEMENS W. PAULY Incorporator

STATE OF FLORIDA

) ss:

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this Ith day of October, 2005, by CLEMENS W. PAULY, who personally appeared before me at the time of notarization.

My convenience against the property of Plorida.

My commission expires:

(scal)

IX DUTOS:

LA Kaya McMullett

MY CONLINGSION # 00 344915

EXPLITES: August 9, 2008

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TACEAHASSEE FLORIDA

ACCEPTANCE BY DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, 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.

DATED this 18th day of October, 2005.

CLEMENS W. PAULY

Registered Agent

These Articles were prepared by: Clemens W. Pauly, Esq. LANGSTADTPAULY CHARTERED 815 Ponce De Leon Boulevard 2nd Floor Coral Gables, FL 33134 PH: (305) 648-3909

PX: (305) 648-3910

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