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FLORIDA PROFIT CORPORATION OR P.A.

G & S HOLDINGS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT # H05000291282

**ARTICLES OF INCORPORATION OF
G & S HOLDINGS INTERNATIONAL, INC.**
in compliance with Chapter 607, Florida Statutes

ARTICLE I - NAME OF CORPORATION:

The name of the corporation shall be: G & S Holdings International, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal place of business and mailing address of the corporation is: c/o L. Frank Cordero, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

ARTICLE III - CAPITAL STOCK:

The number of shares of common stock that the Corporation is authorized to issue is One Thousand (1,000) at a \$.01 par value each share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV - REGISTERED AGENT:

The name and street address of the registered agent are: American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

ARTICLE V - INCORPORATOR:

The name and street address of the incorporator are: L. Frank Cordero, Esq., One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

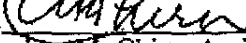
ARTICLE VI - INITIAL DIRECTOR

The name and street address of the initial director is Guillermo Rochin, c/o One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131.

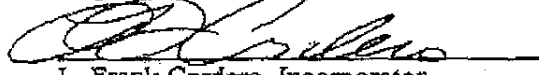
ARTICLE VII - INDEMNIFICATION:

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

American Information Services, Inc. hereby accepts the appointment as Registered Agent and agrees to act in this capacity.

By: 
Angelica M. Chiru, Assistant Secretary

Date: 12/23/05


L. Frank Cordero, Incorporator

Date: 12/23/05

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