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R2C95, 1/13/95

Secretary of State
Division of Corporations
POB 6327
Tallahassee, Fla. 32314

RECEIVED
FEB 7 1995
FEB 7 1995

Re: Charter for G & AMERICA, INC.

Dear Sirs:

Enclosed please find for filing the original Articles of Incorporation and one copy for certifying for the a.r. firm.

Also enclosed is our check for \$122.50 to cover the costs of charter tax, filing fee, registered agent's fee, and the cost of one certified copy of the Articles of each corporation.

Thank you for your assistance in this matter.

Yours sincerely,


Roland Langen

FEB 7 1995 BSB

FILED
FEB 7 1995
FEB 7 1995

ARTICLES OF INCORPORATION OF
G & A AMERICA, INC.

FILED
FEB -3 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is G & A AMERICA, INC.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is Roland Langen, Esq., 112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is c/o Roland Langen, Esq., 112 South Hibiscus Drive, Miami, Florida, 33139-5130.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial director of the corporation and his address is:

Ulrich Gros
c/o Roland Langen, Esq.
112 South Hibiscus Drive
Miami, Florida 33139-5130

ARTICLE VII
INCORPORATOR

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

Ulrich Gros
c/o Roland Langen, Esq.
112 South Hibiscus Drive, Miami, FL 33139-5130

ARTICLE VIII
INDEMNIFICATION

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

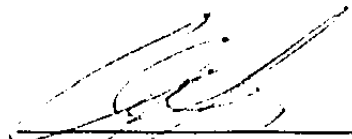
ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of the filing of these Articles with the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 11 day of January 1995.



Incorporator
Ulrich Gros

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ day of January, 1995, by Ulrich Gros who is:

 X personally known to me; or

_____ has produced _____ as identification and who did (did not) take an oath.

Notary Public, Florida

My commission expires:



ROLAND A. LARGENT
My Comm Exp 8/19/97
Bonded By Ulrich Ing
No. (C12945)
Horsehead Horsehead

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the registered agent of
G & A America, Inc.

This acceptance is dated the 14th of December, 1995.

Roland Langen, Esq.
Roland Langen, Esq.

FILED
FEB-3 PM 5:15
CLERK OF COURT
DISTRICT OF COLUMBIA