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OFFICE USE ONLY (Document #)

Corporate Accounting Group Inc.
5700 Lake Worth Rd., Suite 200
Greenacres, FL 33463

(City, State, Zip)

(Phone #)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 FEB 24 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTERED FEB 14 1995

688,672
W95-3334

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1995

CORPORATE ACCOUNTING GROUP INC.
5700 LAKE WORTH ROAD
SUITE 209
GREENACRES, FL 33463

SUBJECT: GUS & BEN, INC.
Ref. Number: W95000003334

We have received your document for GUS & BEN, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 935A00006418

We are not requesting a certified copy -
only the regular letter showing articles
have been filed and document number assigned.
We have enclosed a check for \$70.00 for this.
Thank you for your assistance and please
call (407) 642-9982 if there are any questions.

THANKS AGAIN

ARTICLES OF INCORPORATION

OF

GUS & BEN, INC.

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:

GUS & BEN, INC.

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

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

1220 Homewood Blvd., #201B
DelRay Beach, FLORIDA 33445

ARTICLE III CAPITAL STOCK

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

1,000

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gustavo Perez
1220 Homewood Blvd., #201B
DelRay Beach, FLORIDA 33445

ARTICLE V INCORPORATOR(S)

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

EVELYN HAMILTON
5700 Lake Worth Road, Suite 208
Greenacres, Florida 33463

The undersigned has(have) executed these Articles of Incorporation this

1st day of February, 19 95.

x [Signature] - President.

(Signature/Title)

Evelyn Hamilton, Incorporator

(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: GLS E BEN, INC.

2. The name and address of the registered agent and office is:

Gustavo Perez
(NAME)

1320. Homewood Blvd., #201B
(P.O. BOX NOT ACCEPTABLE)

Delray Beach, Florida 33445
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE Glick
(corporate officer)

TITLE President

DATE 2/9/95

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

SIGNATURE Glick

DATE 2/9/95

REGISTERED AGENT FILING FEE: \$35.00