

Sandra B. Mortham Secretary of State

February 22, 1995

MICHAEL LEVIN GOLDEN PLANET HOLDINGS, INC. 701 BRICKELL AVENUE SUITE 2600 MIAMI, FL 33131

SUBJECT: S.E.L. GLOBAL ENTERPRISES, INC.

Ref. Number: W95000003390

We have received your document for S.E.L. GLOBAL ENTERPRISES, 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) 487-6923.

Doris McDuffie Corporate Specialist Supervisor

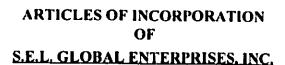
Letter Number: 095A00008122

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ORIGINAL

PREPARED BY: Lori K. Erwin 701 Brickell Avenue Suite Miami, Florida 3314 C 305-379-6244



NAME

The name of the corporation shall be S.E.L. GLOBAL ENTERPRISES, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its objects and powers shall be as follows: To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of authorized capital stock of this Corporation shall be One Thousand (1,000) shares of common stock with a nominal or par value of ten (\$.10) cents.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o MICHAEL LEVIN, 701 BRICKELL AVENUE, SUITE 2600, MIAMI, FLORIDA 33131, and the name of the initial Registered Agent of this Corporation is MICHAEL LEVIN.

ARTICLE VI

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VII

ADDRESS

The initial principal office of the Corporation shall be at 701 Brickell Avenue, Suite 2600, Miami, Florida 33131. This Corporation may have such other places of business in the State of Florida as the nature and progress of the business of the Corporation shall, from time to time, render necessary and/or desirable. The Board of Directors may, from time to time, move the principal office to any other address or place in Florida. Said Corporation shall have the power to conduct its business outside the State of Florida or in any or all of the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

ARTICLE VIII

DIRECTORS

The number of Directors shall be at least one and the first Board of Directors of the Corporation shall be comprised of the following named persons:

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NAME	<u>ADDRESS</u>

Michael Levin - President 701 Brickell Avenue
Michael Levin - Vice President Suite 2600
Michael Levin - Secretary Miami, FL 33131
Michael Levin - Treasurer

ARTICLE IX INCORPORATOR

The name and street address and the incorporator is listed below and he shall until the election of any successive Board of Directors, who is to conduct the business of the organizational meeting is:

NAME ADDRESS

Michael Levin

701 BRICKELL AVENUE
Suite 2600
Miami, FL 33131

ARTICLE X

EFFECTIVE DATE

The effective date of the incorporation shall be the date of the filing of Articles.

IN WITNESS THEREOF, the subscribing stockholder has hereunto set her hand and seal and caused these Articles of Incorporation to be executed this 14th day of November, 1994.

M Levin

STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared MICHAEL LEVIN, to me personally known and who did take an oath and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office this 14th day of November, 1994.

Notary Public State of Pyrida,

My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

95 MAR -7 MM 11: 56

compliance with STATE
TALLAHASSEE, FLORIDA

That S.E.L. GLOBAL ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named MICHAEL LEVIN, located at 701 Brickell Avenue, Suite 2600, Miami, Florida, 33131, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

MICHAEL LEVIN Registered Agent