

HOROWITZ & ROLNICK

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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SUITE 5

FORT LAUDERDALE, FLORIDA 33319

ALFRED J. HOROWITZ, IV
HERBERT H. ROLNICK, I

(305) 742-4022
FAX (305) 742-0993

March 27, 1995

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: **GLOBAL ALTERNATIVES, INC.**

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Incorporation for GLOBAL ALTERNATIVES, INC. Please file the original and return a "filed" copy to our office in the enclosed self-addressed, stamped envelope. Enclosed please find our check in the sum of \$122.50 to cover the cost of your filing fee.

Should you have any questions, please do not hesitate to contact our office collect.

Very truly yours,

HOROWITZ & ROLNICK

BY Renee M. Towne
RENEE M. TOWNE

Legal Asst. to Herbert H. Rolnick

rmt
Enc.
File No. 95-196

SDS

ARTICLES OF INCORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is GLOBAL ALTERNATIVES, INC.

The address of the principal office of this corporation shall be 4026 Inverrary Drive, #8A, Lauderhill, Florida 33319 and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - PRE-EMPTIVE RIGHTS

This corporation elects to have pre-emptive rights.

ARTICLE VI - SPECIAL PROVISION

It is the intent of the Incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain

and maintain its status as a S Corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4026 Inverrary Drive, #8A, Lauderdale, Florida 33319 and the name of the initial registered agent of this corporation at this address is EDUARDO D. GRUVMAN.

The principal place of business of this corporation is 4026 Inverrary Drive, #8A, Lauderdale, Florida 33319.

ARTICLE VIII - OFFICERS AND DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

Eduardo D. Gruvman
4026 Inverrary Drive
#8A
Lauderhill, Fl. 33319

Louise M. Gruvman
4026 Inverrary Drive
#8A
Lauderhill, Fl. 33319

ARTICLE IX - INCORPORATOR

The names and addresses of each person signing these Articles is:

Eduardo D. Gruvman
4026 Inverrary Drive, #8A
Lauderhill, Florida 33319

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24 day of March, 1995.


EDUARDO D. GRUVMAN

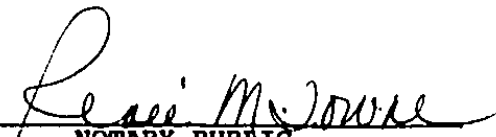
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, EDUARDO D. GRUVMAN, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of March, 1995.



MY COMMISSION EXPIRES:


NOTARY PUBLIC
My Commission Expires 6/23/96
Commission No. 00361266

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

THE FOLLOWING IS SUBMITTED:

FIRST--GLOBAL ALTERNATIVES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4026 INVERRARY DRIVE, LAUDERHILL, FLORIDA 33319, COUNTY OF BROWARD AND STATE OF FLORIDA, HAS NAMED EDUARDO D. GRUVMAN, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Eduardo D. Gruvman*
EDUARDO D. GRUVMAN

TITLE: PRESIDENT

DATE: March 24 , 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE *Eduardo D. Gruvman*
EDUARDO D. GRUVMAN

DATE: March 24 , 1995

FILED
CLERK OF DISTRICT COURT
JAN 20 1995
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