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P95000044358

ACCOUNT NO. : 0721000000032

REFERENCE : 607949 54906A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : 9 70.00

ORDER DATE : May 31, 1995

ORDER TIME : 3:25 PM

ORDER NO. : 607949

1101001508-131

CUSTOMER NO: 54906A

CUSTOMER: Mr. Kenneth Levy-54906a
GLOBAL HYDROPROJECTS
INTERNATIONAL, LTD.
Apartment 6-e
43 Fifth Avenue
New York, NY 10003

DOMESTIC FILING

NAME: GLOBAL CAPITAL GROUP, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS: _____

RECEIVED
95 JUN -8 4 10 44
DIVISION OF CORPORATION

FILED
95 JUN -8 PM 1:02
JUN 8 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GLOBAL CAPITAL GROUP, INC.

FILED
95 JUN -8 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 shall be:

GLOBAL CAPITAL GROUP, INC.

The address of the principal office of this corporation shall be 43 Fifth Avenue, Apartment 6-E, New York, New York 10003, and the mailing address of the corporation 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 of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 525 South Andrews Avenue, Ft. Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Kenneth Levy.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Kenneth Levy

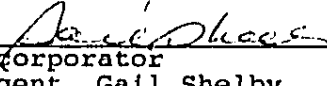
525 South Andrews Avenue
Ft. Lauderdale, Florida 33301

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 8, 1995.



Incorporator
Its Agent, Gail Shelby

JAB/dks

MAY-31-95 WED 16:55

P. 02

FILED

05 JUN-95 PM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

Kenneth Levy, an individual residing
in this state, having a business office identical with the
registered office of the corporation named below, and having
been designated as the Registered Agent in the above and
foregoing Articles of Incorporation of:

GLOBAL CAPITAL GROUP, INC.

Kenneth Levy is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

By: 

Typed Name: Kenneth Levy