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LAW OFFICES
SMITH & SUPRASKI
PROFESSIONAL ASSOCIATION
BISCAYNE CENTRE, SUITE 750
11000 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33141

JAMES SMITH
BOARD CERTIFIED
CIVIL TRIAL LAWYER
LOUIS A. SUPRASKI
BOARD CERTIFIED
REAL ESTATE LAWYER

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March 5, 1996

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

VIA FEDERAL EXPRESS

7000001736797
-03/08/96--01027--004
****122.50 ****122.50

Re: **GLOBAL GROUP INTERNATIONAL, INC.**

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for Global Group International, Inc., along with a check in the amount of \$122.50, payable to Secretary of State.

Please file the original, certifying the copy and sending same back to this office.

Thank you in advance for your courtesy and cooperation in this matter.

Very truly yours,

Erica M. Lamb
Erica M. Lamb,
Legal Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR -6 AM 11:08

FILED

/el
Enclosure

DMC
3-7-96

**ARTICLES OF INCORPORATION
OF
GLOBAL GROUP INTERNATIONAL, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is: GLOBAL GROUP INTERNATIONAL, INC. The principal place of business of this corporation shall be at 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (1,000) shares of common stock of One (\$1.00) Dollars par value.

**ARTICLE IV
CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is One Thousand Dollars (\$1,000.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

The corporation shall have a perpetual existence.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE IX
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski, Esq., 11900 Biscayne Boulevard, Suite 760, Miami, Florida 33181.

ARTICLE X
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

Louis A. Supraski

11900 Biscayne Boulevard
Suite 760
Miami, Florida 33181

ARTICLE XI
INDEMNIFICATION

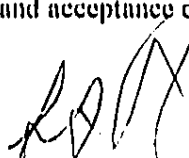
The incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XII
EFFECTIVE DATE

This corporation shall be effective upon filing and acceptance of these Articles.

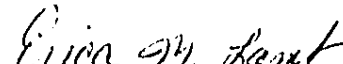
Dated this 5th day of March, 1996.



LOUIS A. SUPRASKI, ESQ.

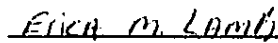
STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5th day of March, 1996, by LOUIS A. SUPRASKI, ESQ., who is personally known to me or who has produced _____ as identification and who did ___ did not___ take an oath.

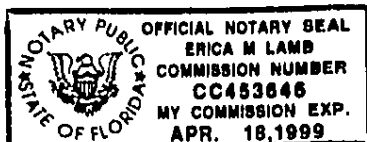


Notary Public, State of Florida

My Commission Expires:



Print Name of Notary Public



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

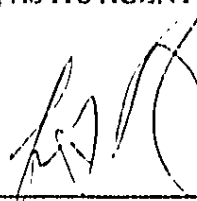
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

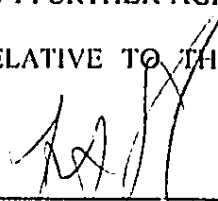
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT GLOBAL GROUP INTERNATIONAL, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 11900 BISCAYNE BOULEVARD, SUITE 760, MIAMI,
FLORIDA 33181, HEREBY NAMES LOUIS A. SUPRASKI, ESQ., 11900 BISCAYNE
BOULEVARD, SUITE 760, MIAMI, FLORIDA 33181, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA.



LOUIS A. SUPRASKI, ESQ.

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 AND
COMPLETE PERFORMANCE OF MY DUTIES.



LOUIS A. SUPRASKI, E
REGISTERED AGENT

DATED: March 5, 1996