



P96000024632

GLOBAL EXCHANGE NETWORK INC.

2412 Stonegate Drive • Wellington, Florida 33414

Phone/Fax: (407)-798-6621

3-12-96.

To whom it may concern,

Please excuse my lack of thought. I submitted this application without the check for \$122.50. Please find copy of application along with cheque.

If you require anything further, I would be glad to send it.

Nigel Liggins
President.

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96 MAR 15 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GLOBAL EXCHANGE NETWORK, INC.

THE UNDERSIGNED HEREBY ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE

GLOBAL EXCHANGE NETWORK, INC.

THE PRINCIPAL OFFICE AND MAILING ADDRESS IS: 2412 STONEGATE DRIVE, WELLINGTON, FL 33414.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

(A) TO CARRY ON THE BUSINESS OF A SEAFOOD IMPORT AND EXPORT BUSINESS AND TO SEEL AT RETAIL TO THE GENERAL PUBLIC. ALSO, CONSULTATION AS NEEDED OR REQUESTED.

(B) FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.

(C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE STOCK.

ARTICLE IV

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 PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

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ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, NOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN TWO. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

NIGEL RIGG
2412 STONEGATE DRIVE
WELLINGTON, FL 33414

GIOVANNI RIGG *Scru*
10306 N.W. 56TH STREET
MIAMI, FL 33178

ARTICLE VIII

BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE IX

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

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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: THAT GLOBAL EXCHANGE NETWORK, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 2412 STONEGATE DRIVE, WELLINGTON, STATE OF FLORIDA, HAS
NAMED DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND,
FLORIDA 33455 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



NIGEL RIGG
PRESIDENT

2/15/96

DATE

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 PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES.



(SIGNATURE, RESIDENT AGENT)
DONALD L. BASS

02/23/96

DATE