

P96000040999

LAW OFFICES

JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE

A PROFESSIONAL ASSOCIATION

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DUNL P. GEORGE
JEFFREY L. HOCHMAN
E. BRUCE JOHNSON
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H. JAMES MONTALVO
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FORT LAUDERDALE OFFICE:
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May 6, 1996

VIA FED EX

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301


Re: **Global Assist U.S.A. Corporation**
Our File No. 96203

800001812378
-05/07/96--01170--001
****122.50 ****122.50

Gentlemen:

Enclosed is this firm's check in the amount of \$122.50 together with the original and a copy of the Articles of Incorporation of Global Assist U.S.A. Corporation. Please accept the Articles for filing and return a certified copy of same to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,



ROBERT E. MURDOCH
For the Firm

REM/dd
Enclosures

FILED
96 MAY -7 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 14 1996

**ARTICLES OF INCORPORATION
OF
GLOBAL ASSIST U.S.A. CORPORATION**

FILED
MAR -7 AM 9:57
TALLAHASSEE
STATE OF FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

GLOBAL ASSIST U.S.A. CORPORATION

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- (a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.
- (b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.
- (c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 5,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%). Each holder of common stock shall have a preemptive right to any additional shares authorized and issued by this Corporation.

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is:

110 East Broward Boulevard
Suite 520
Fort Lauderdale, Florida 33301

The name and address of the initial registered agent of this corporation is:

ROBERT E. MURDOCH, ESQUIRE
Johnson, Anselmo, Murdoch, Burke & George, P.A.
790 East Broward Boulevard, Suite 400
Fort Lauderdale, Florida 33301

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by this Stockholders, but shall never be less than one.

ARTICLE VII

The names and addresses of the members of the first Board of Directors is as follows:

Andre Dreyfuss, 110 East Broward Boulevard, Suite 520, Fort Lauderdale, FL 33301

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

ROBERT E. MURDOCH, ESQUIRE
Johnson, Anselmo, Murdoch, Burke & George, P.A.
790 East Broward Boulevard, Suite 400
Fort Lauderdale, Florida 33301

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders having the right to vote on any such amendment, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed those Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 10th day of May, 1996.

Robert E. Murdoch
ROBERT E. MURDOCH

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 6th day of May, 1996, by ROBERT E. MURDOCH, the Subscriber to the said Articles of Incorporation, who is personally known to me or who has produced _____ as identification.

My Commission Expires:
My Commission Number Is:

Denise L. Wilson
Notary Public, State of Florida (Seal)



REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Robert E. Murdoch
ROBERT E. MURDOCH

FILED
96 MAY -7 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000040999

JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE

A PROFESSIONAL ASSOCIATION

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H. JAMES MONTALVO
ROBERT E. MURDOCH
MICHAEL R. PIPER
NILES THIGOROFF

*BOARD CERTIFIED
CIVIL TRIAL LAWYERS

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TELEPHONE: (884) 483-0100 • Broward
(306) 946-2000 • Dade
(881) 640-7448 • WPB

July 3, 1996

VIA FED EX

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: **Global Assist U.S.A. Corporation**
Our File No. 96203

Gentlemen:

Enclosed is this firm's check in the amount of \$87.50 together with the original and a copy of the Articles of Amendment of Global Assist U.S.A. Corporation. Please accept the Articles for filing and return a certified copy of same to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

Robert Murdoch

ROBERT E. MURDOCH
For the Firm

REM/dd
Enclosures

OK to correct
doc. - add director.

200001890602
-07/11/96--01022--001
*****87.50 *****87.50.

96 JUL -5 AM 9:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC Amend
Sp

FILED

96 JUL -5 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GLOBAL ASSIST U.S.A. CORPORATION**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, prior to the issuance of any of its shares, adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is GLOBAL ASSIST U.S.A. CORPORATION.

SECOND: The following Amendment to the Articles of Incorporation was adopted by the Corporation:

ARTICLE I: The name of the Corporation shall be changed to and shall hereafter be: GLOBAL INFO U.S.A. CORPORATION.

THIRD: The Amendment was adopted by the Board of Directors on the 1st day of July, 1996.

DATED: July 2, 1996.

GLOBAL ASSIST U.S.A.
CORPORATION, a Florida corporation

By: Andre Dreyfuss
ANDRE DREYFUSS, President/Director