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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. :

072100000032

DIVISION OF CORPORATION

REFERENCE : 957996 127704A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : May 17, 1996

ORDER TIME : 11:35 AM

ORDER NO. : 957996

CUSTOMER NO: 127704A

CUSTOMER: Thomas D. Waldron, Esq
THOMAS D. WALDRON, ESQ

200001828052

121 E. Hibiscus Boulevard

Melbourne, FL 32901

DOMESTIC FILING

NAME: GLOBAL DISTRIBUTIONS SYSTEMS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

CP
5/20/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 10:35

ARTICLES OF INCORPORATION
OF
GLOBAL DISTRIBUTIONS SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 10:35

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

GLOBAL DISTRIBUTIONS SYSTEMS, INC.

ARTICLE II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be upon the filing of this instrument in the office of the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To buy, sell, own, hold and operate real and personal property of all kinds. To develop, distribute and or market new and existing products and inventions and or intellectual properties.

To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, chooses in action, evidences of indebtedness, certificates of interest, or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in, and act as agent for any underwriting, purchasing, or selling syndicate or group and otherwise to take part in and assist, in any legal matter, by guaranty or otherwise, the purchase, sale, or distribution of any such securities.

To engage in the business of the accumulation and lending of money, by lending the capital of the company and such other funds as it may from time to time lawfully acquire from

various borrowers upon such security as may be agreed upon between the corporation and borrowers, and by re-lending in like the funds arising from such loans when paid.

To purchase, or in any way acquire for investment or for sale or otherwise, any business, assets of a business, contracts for the purchase or sale of any business or the assets thereof, and any other property of any kind or any interest therein, whether such is a going concern or not, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed in trust, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon any business or the assets thereof in connection with the acquisition of such or continuing operation of the same, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal, to act as a consulting firm and provide managerial skills and expertise to any business, whether owned by the corporation or not; to render advice and assistance on any subject which, in the opinion of the Board of Directors of the corporation, the corporation and its personnel are qualified to render, and to receive compensation for or pay for the same in cash, stock or bonds or otherwise.

To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and invest, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, and have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property and/or other instruments to secure the payment of corporate indebtedness as required.

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, condominiums, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures,

and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, reissue and otherwise deal in its own capital stock, bonds, debentures and other forms or evidence of indebtedness and those of other persons, firms and corporations.

To engage in any and every other business, occupation, and enterprise, except banking, and to exercise any and all other powers and rights which are conferred upon or granted to corporations by the present existing laws of the State of Florida, or of the United States, or of other states and authorities anywhere or which may be granted to or conferred upon such corporation by any law or act of the State of Florida, or of the United States, or elsewhere, which may be hereafter enacted or adopted; and generally to do any and all such acts as may be necessary, proper or convenient in carrying out or to accomplish the general purposes for which said corporation is formed.

Without in anywise limiting the generality of the foregoing, to purchase, sell or otherwise deal in any manner whatsoever in any and all other property of any nature whatsoever customarily incident to or connected with any of the foregoing.

To have, exercise and enjoy all of the powers, general and special, of like corporations as now or hereafter may be provided by law, and to do and perform all such other acts and things as may be necessary, profitable or expedient in carrying on any of the businesses or acts above named or any business or acts auxiliary thereto or connected therewith.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the purposes or objects herein enumerated which shall at any time appear conducive or expedient for the protection or benefit of this corporation either as holders or parties interested in any property, and in general to carry on any business, it being the intention that the objects, purpose and powers specified and the clauses contained in this paragraph of this instrument shall be in no way be limited or restricted by reference to or inference from the terms of this or any other paragraph of this instrument, but that the objects, purposes and powers specified in each of the clauses of this paragraph shall be regarded as independent objects, purposes and powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and no/100 (\$1.00) Dollars each par value common stock.

ARTICLE V - 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 pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PLACE OF BUSINESS

The initial post office address of, the principal office of this corporation in the State of Florida is: 83 E. Merritt Island Causeway, Merritt Island, FL 32952. The corporation may maintain such other offices, both within and without the State of Florida, or the USA, as the Board of Directors may from time to time determine.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 121 E. Hibiscus Blvd., Melbourne, FL 32901, (407) 725-7077 and the name of the initial registered agent of this corporation at that address is Tom D. Waldron, Esq..

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
Roxanna Bain	435 San Cristobal Ct., Merritt Island, FL 32953

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

NAME	ADDRESS
Roxanna Bain	435 San Cristobal Ct., Merritt Island, FL 32953

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be reserved to the Board of Directors.

ARTICLE XI - OFFICERS

The initial officers of this corporation shall be: Roxanna Bain, serving as President, Vice President and Secretary, and said officers shall hold office until his successor's are chosen by the Board of Directors and qualify.

ARTICLE XII - INDEMNITY

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these articles of incorporation in Melbourne, Brevard County, Florida, this 14th day of April, 1996.

X Roxanna Bain
Roxanna Bain
President, V.P., Sec.

X Roxanna Bain
Roxanna Bain
Director

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Roxanna Bain to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that being fully informed of the contents thereof, she subscribed to these Articles of Incorporation voluntarily on the day the same bears date.

Witness my hand and official seal in the County and State named above
this 14th day of May 1996.

Elizabeth T. Kegerreis
Notary Public

My commission expires: _____



ELIZABETH T. KEGERREIS
MY COMMISSION # CG239296 EXPIRES
November 8, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 11:10:35

Designation and Acceptance of Registered Agent

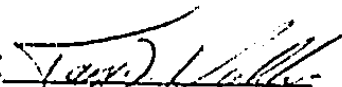
GLOBAL DISTRIBUTION SYSTEMS, INC.

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is GLOBAL DISTRIBUTION SYSTEMS, INC.
2. The name of the registered agent is, Tom D. Waldron, Esq..
3. The address of the registered agent/registered office is 121 E. Hibiscus Blvd., Melbourne, FL, 32901.

Acceptance

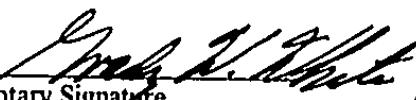
Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X 
Tom Waldron, Esq.
Attn. at Law.

STATE OF FLORIDA, COUNTY OF BREVARD.

The foregoing Agreement was acknowledged before me this 15th day of MAY 1996, by Tom D. Waldron, who is personally known to me or who has produced Florida Drivers Lic. as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of MAY, 1996.

X 
Notary Signature (SEAL)

My commission expires _____

