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GERALD J.M. LINDOR

July 23, 1996

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

9000011 50158108
-0726/96--01067--013
***122.50 ***122.50

SUBJECT: GIN-CLUD INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing its filing fee.

FROM: Gerald JM Lindor, Esquire
2717 E. Oakland Park Blvd.
Suite #103
Ft. Lauderdale, Florida 33306
(954) 568-4224

7/29/96
JD

**ARTICLES OF INCORPORATION
OF
GIN-CLUD INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of corporation:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is: GIN-CLUD INC. The principal office is: 601 N.E. 39th Street, #205, Miami, Florida 33137.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which Corporations may be Incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To purchase and sell real property and all matters related thereto.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 601 N.E. 39th Street #205, Miami, Florida 33137 and the name of its initial agent at that address is Claude Bastien.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is 1. The number of Directors may be increased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the corporation is as follows:

Claude Bastien 601 N.E. 39th Street #205
Miami, Florida 33137

ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have read these Articles of Incorporation on this 23rd day of July, 1996.

Claude Bastien
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE me personally appeared CLAUDE BASTIEN to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of July, 1996.

My Commission Expires:


Gerald J. Lindor
Notary Public, State
of Florida at Large



GERALD J. LINDOR
My Commission CC420783
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE BY DESIGNATION

The undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby 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.



CLAUDE BASTIEN
Date: July 23rd, 1996

FILED
JUL 26 11 34 AM '96
FBI - NEW YORK