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NABON, GILDAN, YEAGER, GERSON & WHITE, P.A.

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1045 PALM BEACH LANE BOULEVARD
SUITE 1200
WEST PALM BEACH, FLORIDA 33401

ALAN I. ANMOU II
HOWARD J. FALCON III
GARY H. GERSON
HERBERT L. GILDAN
PHILLIP C. GILDAN
ELAINE JOHNSON JAMES
JEFFREY B. KAHN
BUDAN FLEISCHNER MORRISMAN
DOMENICK H. LIOCE
CHAD B. BARNETT

TELEPHONE (561) 880-3307
TELEFAX (561) 880-5442

JOHN M. McDIVITT
NATHAN C. NABON
MARK A. PACHMAN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

August 21, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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Re: THE GLOBAL VILLAGE SALES & FINANCE CORPORATION
File No. 4974/10518

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

NABON, GILDAN, YEAGER, GERSON
WHITE, P.A.

Georgina J. Popham
Georgina J. Popham
Legal Assistant

Enclosures: Check
Articles in duplicate

AUG 23 1996

BSB

cc: Mark A. Pachman, Esq.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE GLOBAL VILLAGE SALES & FINANCE CORPORATION

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

THE GLOBAL VILLAGE SALES & FINANCE CORPORATION

ARTICLE II

ADDRESS

The mailing address of the corporation is:

10824 Tea Olive Lane
Boca Raton, Florida 33498

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue one thousand (1,000) shares of Common Stock having a par value of one cent (\$.01) per share. All shares shall be of the same class and all shareholders shall unlimited voting rights.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

10824 Tea Olive Lane
Boca Raton, Florida 33498

The name of the initial registered agent of this Corporation at that address shall be:

Marcus Shiveley

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-laws.

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the initial members of the Board of Directors who shall hold office until their successors shall have been duly elected or appointed and shall have qualified are as follows:

Name

Alfred Vitale

Street Address

18525 S.E. Prestwick Lane
Tequesta, Florida 33469

Marcus Shiveley

10824 Tea Olive Lane
Boca Raton, FL 33498

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name

Street Address

Marcus Shiveley


10824 Tea Olive Lane
Boca Raton, Florida 33498

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any director, officer, employee or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Boca Raton, Florida, for the uses and purposes aforesaid, this 21st day of August, 1996.



Marcus Shiveley, Incorporator

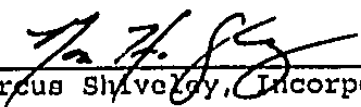
DESIGNATION AND ACCEPTANCE

OF


REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, The Global Village Sales & Finance Corporation, having

filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 10824 Tea Olive Lane, Boca Raton, Florida 33498, has named Marcus Shiveley located thereat as its registered agent to accept service of process within this State.

By: 
Marcus Shiveley, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Marcus Shiveley, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA