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TALLAHASSEE, FL 32301-2607

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PA6000082973



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 111963 7116511

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : October 7, 1996

ORDER TIME : 4:17 PM

ORDER NO. : 111963

000001967000

CUSTOMER NO: 7116511

CUSTOMER: B. Paul Katz,, Esq
B. PAUL KATZ

Suite 110, Sunrise Plaza
1 Florida Park Drive North
Palm Coast, FL 32137

FILED
56 OCT -8 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GHESA ENGINEERING
INTERNATIONAL, 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: Thelmon Washington

EXAMINER'S INITIALS:

RECEIVED
96 OCT -8 AM 8:33
DIVISION OF CORPORATION

10-8-96
KR

ARTICLES OF INCORPORATION

of

GHEA ENGINEERING INTERNATIONAL, INC.

The undersigned incorporator(s) of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

GHEA ENGINEERING INTERNATIONAL, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

Design and marketing of engineered products and systems, including but not limited to computerized fountains, laser light systems, energy related systems and space related systems.

To conduct business in, 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 loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same 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 evidences of indebtedness created by any other corporation of the State of

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TALLAHASSEE, FLORIDA

of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000,000 shares of common stock, with a par value of \$.025, each. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is Suite 110, Sunrise Plaza 1 Florida Park Drive North, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is P.O. Box 351394, Palm Coast, Florida, 32135-1394.

ARTICLE VI. DIRECTORS

The corporation shall have six directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:

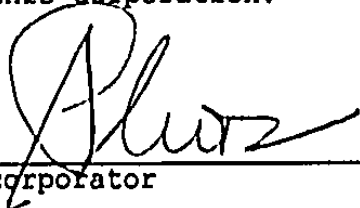
<u>Name</u>	<u>Address</u>
B. Paul Katz	Suite 110 Sunrise Plaza 1 Florida Park Drive North

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be B. Paul Katz, Esquire, Suite 110 Sunrise Plaza, 1 Florida Park Drive North, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.




Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

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 B. Paul Katz, to me personally known to be the person(s) described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that (t)he(y) subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 1st day of October, 1996.



Notary Public, State of Florida at
Large
My commission expires: 11-11-97



E. GALE BROCK
MY COMMISSION # CC32873 EXPIRES
November 11, 1997
BONDED THRU TROY FARM INSURANCE, INC.

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 THE UNDERSIGNED INCORPORATOR OF GHESA ENGINEERING
INTERNATIONAL, INC., DESIRING TO ORGANIZE OR QUALIFY THE REERENCED
CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT SUITE 110 SUNRISE PLAZA, 1 FLORIDA
PARK DRIVE NORTH, PALM COAST, FLORIDA 32137, HAS NAMED B. PAUL
KATZ, LOCATED AT SUITE 110 SUNRISE PLAZA, 1 FLORIDA PARK DRIVE
NORTH, PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND
OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



INCORPORATOR

DATE: 10-1-96

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 PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



REGISTERED AGENT

DATE: 10-1-96

FILED
OCT-8 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000082973

DATE: October 21, 1996

TO: SECRETARY OF STATE

FROM: CLINT FUHRMAN
CORPORATION SERVICE COMPANY

RE: GHESA ENGINEERING INTERNATIONAL, INC. (CHARTER #P96000082973)

Please change the mailing address of the company to the following:

P.O. Box 351316
Palm Coast, Florida 32135-1316

Please provide a corporate printout showing the change and return to my attention.

Thank you for your assistance in this matter.

102296.
Dbbj