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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GPS RESOURCES CORP.

AUDIT NUMBER.....H96000015542

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
GPS RESOURCES CORP.**

ARTICLE I-NAME

The name of the corporation is:
GPS RESOURCES CORP.

ARTICLE II-ADDRESS

The initial address of the corporation is
**3500 N.E.12 Ave
Ft. Lauderdale, FL 33334**

ARTICLE III- DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these articles.

ARTICLE IV- PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business

ARTICLE V-CAPITAL STOCK.

This corporation is authorized to issue 10,000,000 shares of .001 cent par value common stock which shall be designated " Common Shares ".

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation will have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which they offer it to others.

ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Harry DiFrancesco and it's address is 3500 N.E.12 Ave.,Ft Lauderdale ,FL33334

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and addresses of the initial Board of Directors of this corporation are.

Name	Address
Harry DiFrancesco	3500 N.E. 12 Ave. Ft Lauderdale, FL33334

Ledyard DeWees Florida Bar # 019426
3500 N.E.12 Ave.,Ft. Lauderdale FL 33334
954 564 5022 561 368 1427

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ARTICLE IX-INCORPORATORS

The name and address of each person signing the Articles is:

Name
Harry DiFrancesco

Address
3500 N.E. 12 Ave. Ft. Lauderdale, Fl. 33334

ARTICLE X- INDEMNIFICATION

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

ARTICLE XI-AMENDMENT

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

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation this 4th day of November, 1996.

Subscriber


Harry DiFrancesco

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

FIRST - That GPS RESOURCES CORP., having been
organized under the laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation at
3500 N.E. 12th Avenue, Ft. Lauderdale, FL 33334 has
named H. DiFrancesco Registered Agent; and, 3500 N.E. 12th Avenue
Ft. Lauderdale, FL 33334 as the place where service of
process may be served within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated CORPORATION, at place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By


Registered Agent

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