

P96000099583

Reinhard G. Stephan

Attorney At Law

2000 Lee Road
Suite 5-10
Winter Park, FL 32789

Telephone 407- 629 0870
Fax 407-629-8879

November 18, 1996

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

Re: Amir Enterprises, Inc.

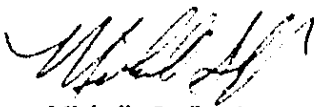
Dear Sir:

800000200197881-19
11/20/96-01076-002
****122.50 ****122.50

Enclosed please find the original Articles of Incorporation and Certification and Acceptance of Registered Agent for the corporation, Amir Enterprises, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fee and return of certified copy of the Articles.

If you have any questions, please contact our office.

Sincerely,



Michelle R. Stephan

W96-24919

W96-25736

RECEIVED
DEC 10 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1996

REINHARD G. STEPHAN, ESQ.
2699 LEE ROAD, SUITE 540
WINTER PARK, FL 32789

SUBJECT: AMIR ENTERPRISES, INC.
Ref. Number: W96000024919

We have received your document for AMIR ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 296A00053462

Reinhard G. Stephan

Attorney At Law

2000 Lee Road
Suite 540
Winter Park, FL 32789

Telephone 407-829-8870
Fax 407-820-8870

December 2, 1996

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

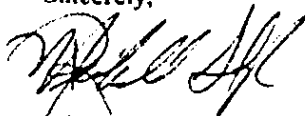
Re: Shabany, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation and Certification and Acceptance of Registered Agent for the corporation, Shabany, Inc, which replaces the filing for the corporation, Amir Enterprises, Inc. You have retained the filing fee. Please return of certified copy of the Articles.

If you have any questions, please contact our office.

Sincerely,



Michelle R. Stephan

**ARTICLES OF INCORPORATION
OF
SHABANY, INC.**

FILED
26 DEC 10 AM 11:35
TALLAHASSEE
FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be SHABANY, INC. The Corporation's initial mailing address is:

2699 Lee Road, Ste. 540
Winter Park, FL 32789

ARTICLE II - DURATION

This Corporation shall exist perpetually and shall be effective as of the date of filing with the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$5.00 per share, which may be fractional shares

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

D. Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of the fractional shares) at the price at which it is offer to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

2699 Lee Road, Ste. 540
Winter Park, FL 32789

The name of the initial registered agent of this corporation shall be:

Reinhard G. Stephan

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

Name	Street Address	Office
Amir K. Shabany	2699 Lee Road, Ste. 540 Winter Park, FL 32789	President Secretary/Treasurer

The number of directors may be either increased or diminished from time to time as provided for in the By-Laws.

ARTICLE VII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation:

Name	Street Address
Reinhard G. Stephan	2699 Lee Road, Ste. 540 Winter Park, FL 32789

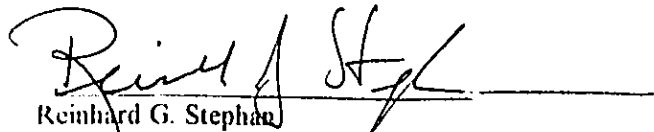
ARTICLE VIII - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation. The duties of the officers of this corporation shall be prescribed by such By-Laws. Such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders or in the event of the death of any of its shareholders.

ARTICLE IX - AMENDMENT

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

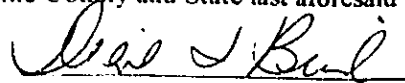
IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of December, 1996.

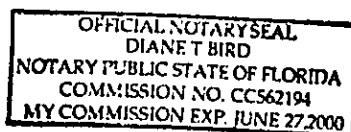

Reinhard G. Stephan
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Reinhard G. Stephan, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

2nd WITNESS my hand and official seal in the County and State last aforesaid this day of December, 1996.


NOTARY PUBLIC, State of Florida
My Commission Expires:



**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 617.0501, FLORIDA STATUTES, 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: **SHABANY, INC.**
2. The name and address of the registered agent and office is:

REINHARD G. STEPHAN
2699 Lee Road, Ste. 540
Winter Park, FL 32789

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

Reinhard G. Stephan
PRINT NAME

56 DEC 10 AM 11:35
TALLAHASSEE
FLORIDA

P96000099583

Reinhard G. Stephan

Attorney At Law

2000 Lee Road
Suite 540
Winter Park, FL 32789

Telephone 407- 629 8870
Fax 407-629-8879

December 16, 1996

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

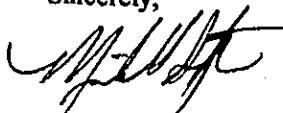
Re: Shabany, Inc.

Dear Sir:

Enclosed please find the original Amendment to Articles of Incorporation of Shabany, Inc. and the Minutes of the Special Meeting of Shareholders. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you have any questions, please contact our office.

Sincerely,



Michelle R. Stephan

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-12/18/96--01086--002
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 12:35

DEC 30 1996

AMENDMENT TO ARTICLES OF INCORPORATION

OF

SHABANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 18 PM 12:35

WHEREAS, the undersigned, being the sole director and officer of Shabany, Inc., a corporation organized and existing under the laws of the State of Florida, and having its principal office in Winter Park, Florida, does hereby desire to manifest his intention to adopt an Amendment to the Articles of Incorporation of Shabany, Inc., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned has executed this document pursuant to the provisions of Section 607.1005 of the Florida Statutes for the purpose of expressing his unanimous intention and consent that the Articles be amended in the manner hereinafter set forth, inasmuch as the Corporation has not yet issued shares.

NOW THEREFORE, the undersigned, does hereby manifest his unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

1. The name of the corporation shall be hereafter known as:

GLOEAL EXCHANGE GROUP, INC.

2. This amendment was adopted December 16, 1996 and shall be effective the date this Amendment is executed.

IN WITNESS WHEREOF, the undersigned, being the sole Director and Officer of Shabany, Inc., has hereunto subscribed his signature this 16 day of December, 1996, and does hereby direct that this Amendment shall be filed with the Secretary of State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

Signed in the presence of:

D. Kell

SHABANY, INC.

By: A. K. Shabany
Amir K. Shabany
Sole Director and Officer

MINUTES OF A SPECIAL MEETING OF
SHAREHOLDERS OF
SHABANY, INC.

A Special Meeting of the Shareholders of Shabany, Inc. ("Corporation") was held on December 16, 1996.

By signature on the record of the Minutes of this meeting at the end thereof, all of the shareholders waive notice of this meeting and consent and agree that all actions taken at this meeting shall be binding upon each of them and upon the corporation as though notice of this meeting had been given in conformity with the laws of the State of Florida.

The meeting was called to order by Amir K. Shabany, who presided as Chairman of the meeting and acted as Secretary of the meeting.

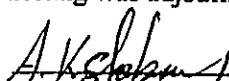
Upon taking the roll of the Shareholders, the Chairman determined that a quorum was present, and that the meeting was duly organized and open for the transaction of such business as might come before it.

After discussion, upon motion duly made and seconded, the Shareholders unanimously approved the following resolution:

RESOLVED, the name of the corporation shall be hereinafter known as:

GLOBAL EXCHANGE GROUP, INC.

There being no further business, the meeting was adjourned.



Amir K. Shabany, Secretary

The undersigned hereby waive Notice of Meeting at which the foregoing action was taken, and consent thereto to and approve said actions and the foregoing Minutes reflect the same.



Amir K. Shabany, Shareholder