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LAW OFFICES OF
STARSON & DIJOIS, PA

The Gulfstream Building
8751 W. Broward Boulevard
Suite 106
Plantation, Florida 33324

City/State/Zip

Phone #

Office Use Only

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 700002027137--8
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2. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION
OF
GLOBAL CONNECT DIRECT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopted the following Articles of Incorporation:

Article One - Name

The name of the corporation is GLOBAL CONNECT DIRECT, INC.

Article Two - Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article Three - Term of Existence

The corporation shall have perpetual existence commencing upon the filing of these articles.

Article Four - Capital Stock

This corporation is authorized to issue a maximum of One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

Article Five - Preferences, Limitations

and Relative Rights of Shares of

Capital Stock

Section 1. Dividends:

The holders of record of "Common Shares", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

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Section 2. Rights upon Liquidation or Dissolution:

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

Section 3. Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding "Common Shares".

Article Six - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, at the price at which it is offered to others.

Article Seven - Initial Registered Agent and Registered Office

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

A.F. BARTLETT
8751 W. Broward Blvd., Suite 106
Plantation, Florida 33324
Registered Agent

Article Eight - Principal Place of Business

The initial principal place of business for GLOBAL CONNECT DIRECT, INC. shall be:

8751 W. Broward Blvd., Suite 106
Plantation, Florida 33324

Article Nine - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to

time by the By-Laws but never be less than One (1).

Article Ten - Initial Directors

The name of the Initial Directors of this corporation and the street address:

A.F. BARTLETT
8751 W. Broward Blvd., Suite 106
Plantation, Florida 33324

GORDON BROOK
8751 W. Broward Blvd., Suite 106
Plantation, Florida 33324

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

Article Eleven - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority (51%) of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article Twelve - Action without a meeting

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting.

Article Thirteen - Incorporation by Reference

Any and all conditions, terms, limitations, promises and covenants that appear in a preincorporation agreement for BEARS, INC., shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with Secretary of State.

Article Fourteen - Incorporator

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

A.F. BARTLETT
8751 W. Broward Blvd., Suite 106
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Article of Incorporation on this 8 day of NOVEMBER, 1996.

A.F. Bartlett
Incorporator

Article Fifteen - Special Provisions

It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S" Corporation.

STATE OF FLORIDA)
) ss
COUNTY OF)

BEFORE ME, a Notary Public, personally appeared

A.F. BARTLETT to me known to be the person described as Incorporator and has produced as identification

Personal known and who executed the foregoing Articles of Incorporation, and acknowledge before that he/she subscribed to these Articles of Incorporation on this 8 day of

NOVEMBER, 1996.

Thomas D. Boffey
Notary Public
My commission expires:



THOMAS D. BOFFEY
COMMISSION # CC 445478
EXPIRES MAR 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVICED

Pursuant to Chapter 48, Florida Statute § 48.091, the following is submitted, in compliance with said Act: First, that GLOBAL CONNECT DIRECT, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Broward, State of Florida has named A.F. Bartlett, City of Plantation, County of Broward, State of Florida, as its registered agent to accept service of process within the State.

A. F. Bartlett

A.F. Bartlett

ACKNOWLEDGEMENT

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

A. F. Bartlett
Registered Agent

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SEC. OF STATE
TALLAHASSEE, FLORIDA