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December 20, 1996

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

**Re: Articles of Incorporation &
Designation of Registered Agent**

100002037691--8
-12/24/96--01168--013
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed the original and one exact copy of Articles of Incorporation and Designation of Registered Agent for the following corporation:

Global Business Resources, Inc.

Also enclosed is a check in the amount of \$70.00 for the necessary filing fees.

Kindly return copies to the address printed above. Thank you in advance for your assistance in this matter.

Very truly yours,



Alan J. Jacobson

Enclosures

AJJ:kml

Dmc
12/30/96

FILED
96 DEC 23 AM 11:18
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
Jan 1, 1997

**ARTICLES OF INCORPORATION
OF
GLOBAL BUSINESS RESOURCES, INC.**

FILED
96 DEC 23 AM 11:18
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

EFFECTIVE DATE

Jan 1, 1997

The name of this Corporation is Global Business Resources, Inc..

ARTICLE II

EFFECTIVE DATE AND DURATION

The effective date of this Corporation will be January 1, 1997. The period of existence of the corporation is perpetual.

ARTICLE III

PRINCIPAL OFFICE and MAILING ADDRESS

The principal place of business of the corporation is 95 N. Birch Road #701, Fort Lauderdale, FL 33304. The mailing address of the corporation is 95 N. Birch Road #701, Fort Lauderdale, FL 33304.

ARTICLE IV

PURPOSE

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

ARTICLE V

REGISTERED OFFICE and REGISTERED AGENT

The initial registered office is at 95 N. Birch Road #701, Fort Lauderdale, FL 33304. The name of the initial registered agent at that address is Peter J. Golustein.

ARTICLE VI

AUTHORIZED SHARES

The corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$00.01 a share.

ARTICLE VII

MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders without a board of directors.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator are Peter J. Goldstein, 95 N. Birch Road #701, Fort Lauderdale, FL 33304.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 20th day of December, 1996.


Peter J. Goldstein, Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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 I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 12/20, 1996


Peter J. Goldstein, Registered Agent