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IGN OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 216356 81056A

AUTHORIZATION : Patricia Tzyut

COST LIMIT : \$ 122.50

ORDER DATE : January 9, 1997

ORDER TIME : 12:20 PM

ORDER NO. : 216356-010

CUSTOMER NO: 81056A

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CUSTOMER: Harvey Kopelowitz, Esq
HARVEY KOPELOWITZ, P.A.

312 S.e. 17th Street
Second Floor
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: GIA RESOURCES, 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: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 JAN -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-10-97
KR

ARTICLES OF INCORPORATION

OF

GIA RESOURCES, INC.

97 JAN -9 AM 9:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

GIA RESOURCES, INC.

The address of the principal place of this corporation shall be 2430 W. Oakland Park Boulevard, Fort Lauderdale, 33310, and the mailing address of the corporation shall be the same.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

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

HARVEY KOPELOWITZ, ESQ.
KOPELOWITZ, SAAVEDRA & PELOSI,
312 S.E. 17th Street, SUITE 200
FORT LAUDERDALE, FLORIDA 33310

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Michael J. Weinberg
2430 W. Oakland Park Boulevard
Fort Lauderdale, Florida 33310

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michael J. Weinberg, whose street address is:

2430 W. Oakland Park Boulevard
Fort Lauderdale, Florida 33310

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in said official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

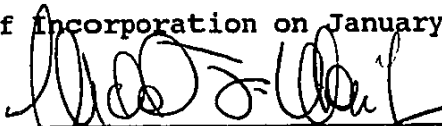
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.


IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on January 8, 1997.



Michael J. Weinberg, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on January 8, 1997, by Michael J. Weinberg, as Incorporator. He is personally known to me.



Notary Public

(SEAL)



SHARON M DECKER
My Commission CC311148
Expires Aug. 25, 1997
Bonded by HAI
800-422-1555


My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

GIA RESOURCES, INC., a Corporation existing under the laws of the State of Florida, with its principal office and mailing address at 2430 W. Oakland Park Boulevard, Fort Lauderdale, Florida 33310, has named HARVEY KOPELOWITZ, whose address is 312 S.E. 17th Street, Suite 200, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



HARVEY KOPELOWITZ, Resident Agent

FILED
97 JAN -9 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA