

P97000009395

CERTIFIED PUBLIC ACCOUNTANTS

WUNDERLICH & ASSOCIATES, P.A. FILED

NATIONSBANK TOWER
ONE FINANCIAL PLAZA • SUITE 2110
FORT LAUDERDALE, FLORIDA 33394

(954) 463-4444
FAX (954) 462-1040

97 JAN 27 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED DATE
1-22-97

January 22, 1997

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

300002070273--1
-01/28/97-01086-014
****122.50 ****122.50

Subject: Green International USA, P.A.

Please find enclosed the Articles of Incorporation for the papers
for the above corporation and a check in the amount of \$122.50

Please send all correspondence to the address listed above.

Sincerely,

Rhonda L. Randall

PH
1/20/97

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REGISTRAR OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Green International USA, P.A.

The undersigned persons, have associated themselves for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

FILE DATE

1-22-97

ARTICLE I NAME

The name of the corporation shall be: Green International USA, P.A.

The effective date of the corporation shall be January 22, 1997

ARTICLE II DURATION

The duration of this corporation shall be perpetually or until dissolved by due process of law.

ARTICLE III PURPOSE AND POWERS

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may amend from time to time, and specifically but not in limitation thereof, the purpose of law practice.

ARTICLE IV PRINCIPLE OFFICE

Principle place of business shall be:

1007 N. Federal Highway #96

Ft. Lauderdale, Ft. 33304

Mailing address of business shall be:

1007 N. Federal Highway #96

Ft. Lauderdale, Fl. 33304

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Shamima S. Hardcastle

1007 N. Federal Highway #96

Ft. Lauderdale, Fl. 33304

Articles of Incorporation
Page 2

ARTICLE VI BOARD OF DIRECTORS

The initial Board of Directors shall consist of one person, who shall serve until their successors are qualified according to the bylaws, and whose names are:

Name	Address
Shamima S. Hardcastle	1007 N. Federal Highway #96 Ft. Lauderdale, Fl. 33304

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Shamima S. Hardcastle
1007 N. Federal Highway #96
Ft. Lauderdale, Fl. 33304

ARTICLE VIII CAPITAL STOCK

The authorized capital stock of the corporation shall be: 20,000
The number of Class "A" shares of common voting stock shall be 10,000
with a par value of 1.00.

The number of Class "B" share of common non-voting stock shall be
10,000 with a par value of \$ 1.00.

A) Capital stock may be issued in consideration for cash, real or personal property, services rendered, promissory notes, cancellation of debts, or any other thing of value to the corporation. The Board of Directors solely shall judge the value of the such property, services, right or thing acquitted in exchange for capital stock.

B) The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of Class "A" voting stock. All shares of class "A" stock shall have equal voting rights and one vote per share.

C) The Board of Directors shall have the sole authority to determine the declaration and payment of dividends.

ARTICLE IX PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE X OTHER PROVISIONS

A) No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer of such other corporation.

B) Upon election of the Board of Directors by the Stockholders, such as Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.

C) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now of hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

D) The Corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this

22nd day of January



Shamima S. Hardcastle, Incorporator

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REC. FILE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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.

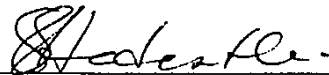
1. The name of the corporation is: Green International USA, P.A.
2. The name and address of the registered agent and office is:

Shamima Hardcastle

1007 N. Federal Highway #96

Ft. Lauderdale, Fl. 33304

Signature: _____



Title: President

Date: January 22, 1997

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 obligation of my position as registered agent.

Signature: _____



Date: January 22, 1997