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3/12/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
 CONTACT: LIDIA FERNANDEZ
 PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: GELNI INTERNATIONAL, CORP.
 AUDIT NUMBER.....H9700004255
 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
 CERT. OF STATUS..1 PAGES..... 3
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Handwritten signature and date:
3/13/97

ARTICLES OF INCORPORATION
OF

FILED
97 MAR 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GELNI INTERNATIONAL ,CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

GELNI INTERNATIONAL, CORP.

The name of the corporation shall be: GELNI INTERNATIONAL, CORP.

The principal place of business of this corporation shall be:

15303 SW 105 AVE.
MIAMI, FL 33157

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

FIVE HUNDRED (500) AT \$1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

RICARDO RAMIREZ
10800 NW 7 ST #4
MIAMI, FL 33172

NIEVES ALVAREZ
AVE. ALEJANDRO JIMENEZ
OESTE #1261456, CORINZA,
CAGUA , ESTADO DE ARAGUA,
VENEZUELA.

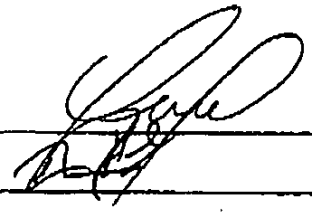
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

NIEVES ALVAREZ
AVE. ALEJANDRO JIMENEZ
OESTE # 1261456, CORINZA,
CAGUA, ESTADO DE ARAGUA, VENEZUELA.

-RICARDO RAMIREZ
10800 NW 7 ST #4
MIAMI, FL 33172

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 11 day of MARCH, 1997.



Signature(s) of Incorporator(s)

H97000004255

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 MAR 12 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

GELNI INTERNATIONAL, CORP.

2. The name and address of the registered agent and office is:

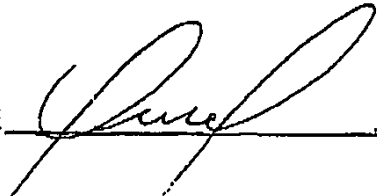
RICARDO RAMIREZ / 10800 NW 7 ST # 4

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33172

(CITY/STATE/ZIP)

SIGNATURE



TITLE PRESIDENT

DATE 03/11/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 03/11/97

H97000004255