

TRANSMITTAL LETTER

P97000027146

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

6000021204 70-17
03/21/97- 0103- 004
*****70.00 *****70.00

SUBJECT: George Medeiros International, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Please return the photocopy to me with the filing date stamped on it.

FROM: George Medeiros
Name (printed or typed)
6332 Beggs Road
Address
Orlando, FL 32810
City, State & Zip
(407) 578-7002
Daytime Telephone Number

FILED
97 MAR 21 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 26 1997

FILED

97 MAR 21 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GEORGE MEDEIROS INTERNATIONAL, INC.

The undersigned incorporator and subscriber executes the within Articles of Incorporation for the purpose of forming a corporate body under and by virtue of the laws of the State of Florida relating to corporations.

ARTICLE I. NAME OF CORPORATION. The name of the corporation is:
GEORGE MEDEIROS INTERNATIONAL, INC.

ARTICLE II. EXISTENCE. The duration of the corporation is perpetual. The existence of this corporation shall begin on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. CORPORATE PURPOSES. The purpose for which this corporation is being organized is to engage in any activity or business permitted under the law of the State of Florida and the United States.

ARTICLE IV. NUMBER OF SHARES. The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V. REGISTERED AGENT. The street address of the initial registered office of the corporation is: 6332 Beggs Road, Orlando, Florida 32810, and the name of the initial registered agent at such address is: George Medeiros.

ARTICLE VI. DIRECTORS. The corporation shall have one director constituting the initial Board of Directors. The name and address of each person to serve as a member of the initial board of directors is:

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97 MAR 21 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

George Medeiros International, Inc.

6332 Beggs Road

Orlando, Florida 32810

ARTICLE VIII. OFFICERS. This corporation shall have three initial offices which shall be filled by one person. The initial offices and their initial occupants, which may be changed by vote of the Board of Directors, or as otherwise provided in the Bylaws are:

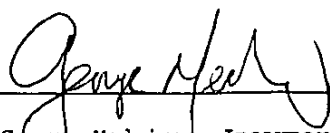
President: George Medeiros

Secretary/Treasurer: George Medeiros

ARTICLE IX. INDEMNIFICATION. The corporation shall have the power to indemnify any Officer or Director or any former officer or director, to the full extent permitted by law, as expressed in Florida Statute 607.0850 as it now exists or may hereafter be amended.

ARTICLE X. AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a vote of the Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscriber, being the original incorporator and subscriber of this corporation, execute these articles of Incorporation this 21st day of January, 1997.


George Medeiros, Incorporator

ACCEPTANCE OF DESIGNATION

I HEREBY ACCEPT the designation herein set forth as Registered Agent of this