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CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: G & G INVESTMENT & CONSULTING, INC.
AUDIT NUMBER.....H97000005179
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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(3) **ARTICLES OF INCORPORATION
OF
G & G INVESTMENT & CONSULTING, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is G & G INVESTMENT & CONSULTING, INC.

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

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

**ARTICLE IV
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

COLIN ROBINSON
PREPARED by ROBINSON & COMPANY

17645 NW 27TH AVE, MIAMI, FL 33056

PHONE: (305) 621-7555/6579

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ARTICLE V

The name of the initial registered agent of this corporation is STEVE GORDON state address of the initial registered office of the corporation in the State of Florida is 7129 SPORTSMAN DRIVE, NORTH LAUDERDALE, FLORIDA 33068.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director is:

STEVE GORDON

7129 SPORTSMAN DRIVE
NORTH LAUDERDALE, FL 33068

ARTICLE VII
INCORPORATION

The name and address of the incorporator of these articles of Incorporation is STEVE GORDON, 7129 SPORTSMAN DRIVE, NORTH LAUDERDALE, FLORIDA 33068.

ARTICLE VIII
BYLAWS

The name and address of the incorporator of these articles of Incorporation is STEVE GORDON of 7129 SPORTSMAN DRIVE, NORTH LAUDERDALE, FLORIDA 33068.

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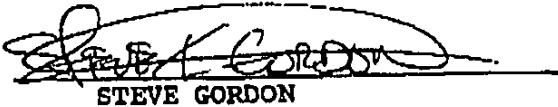
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 18 day of March 1997.



STEVE GORDON

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STATE OF FLORIDA) H97000005179
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared STEVE GORDON known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal in the State and County aforesaid, this 18 day of March 1997.



"OFFICIAL SEAL"
Colin O. Robinson
My Commission Expires 9/5/98
Commission #CC 405099



NOTARY PUBLIC
State of Florida at Large

Notar

My Commission Expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that G & G INVESTMENT & CONSULTING, INC. desiring to
organize or qualify under the laws of the State of Florida with its
principal place of business at 7129 SPORTSMAN DRIVE, N. LAUDERDALE
FLORIDA 33068 HAS NAMED STEVE GORDON OF 7129 SPORTSMAN DRIVE, N.
LAUDERDALE, FLORIDA 33068, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this Certificate, I hereby am
familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Dated this 18th day of March, 1997.

BY: 

STEVE GORDON
Registered Agent

97 MAR 28 AM 9:35
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FLORIDA
TALLAHASSEE

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