

Pompano Beach, 3/9/97

P917000031461

Dear Sirs!

Enclosed please find all the papers for our new company.

Please file as soon as possible, if any questions come up please give us a call
our phonenr. 954-946 2642

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 8 AM 9:26

Thanks and regards

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Michaela Gutschka
Michaela Gutschka

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TB

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 18, 1997

MICHAELA GUTSCHKA
3881 CRYSTAL LAKE DRIVE STE 4
POMPANO BEACH, FL 33064

SUBJECT: GF INTERNATIONAL INC.
Ref. Number: W97000006234

We have received your document for GF INTERNATIONAL INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Bylaws are not filed with this office. Please retain them for your records.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 397A00013561



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1997

MICHAELA GUTSCHKA
3881 CRYSTAL LAKE DRIVE
SUITE 4
POMPANO BEACH, FL 33064

ECOS INC.
MAR 31 1997
RECEIVED

SUBJECT: GF INTERNATIONAL INC. — HGF Int'l, Inc.
Ref. Number: W97000006913

We have received your document for GF INTERNATIONAL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 297A00015061

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

HGF International Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3881 Crystal Lake Dr. Suite 4, Pompano Beach, FL 33064

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 (onehundred)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Claudia Nettig
One Brickell Square
801 Brickell Avenue
9th Floor, Suite 952
Miami, FL 33131

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

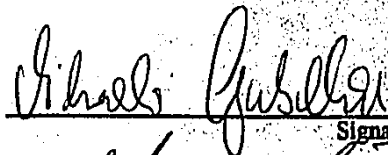
Michaela Gutschka and Christian Foezoe

3881 Crystal Lake Dr. Suite 4
Pompano Beach, FL 33064

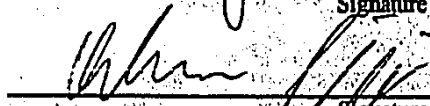
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19th day of March, 1997.

(An additional article must be added if an effective date is requested.)



Signature



Signature



Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
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 HGF International Inc.

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

Claudia Nettig
(NAME)

One Brickell Square, 801 Brickell Ave. 9th Floor, Suite 952
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33131
(CITY/STATE/ZIP)

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 obligations of my position as registered agent.

Claudia A. Nettig
(SIGNATURE)

03-19-97
(DATE)

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