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JAY A. SCHWARTZ

April 18, 1997

TELEPHONE
(954) 341-2801
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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002150961--6
-04/22/97--01073--011
****122.50 ****122.50

RE: Articles of Incorporation - New Filing
GPEC International, Inc.

Dear Sir/Madame:

Enclosed please find the executed original Articles of Incorporation for filing. We have also enclosed our check in the amount of \$122.50 and would request that you furnish our office with a certified copy of same upon filing.

Should further information be required, please do not hesitate to contact our office.

Sincerely yours,


JAY A. SCHWARTZ

JAS:ks
Enclosures

FILED
97 APR 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR 24 1997

**ARTICLES OF INCORPORATION
OF
GPEC INTERNATIONAL, INC.**

FILED
97 APR 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GPEC INTERNATIONAL, INC. The address of the principal office of this corporation shall be 7499 West Atlantic Avenue, Suite 208, Delray Beach, Florida 33446, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to issue is 1,000,000 shares of common stock having .001 cent par value per share. There shall be issued two classes of stock, to-wit: 600,000 shares of Class A stock and 400,000 shares of Class B stock. Each class of stock shall have the same voting rights as the other. It is the intent that Class A stock and Class B stock contain the same voting rights.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 7499 West Atlantic Avenue, Suite 208, Delray Beach, Florida 33446, and the name of the initial registered agent of the corporation at that address is NEIL WILLIAMS.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, irrespective of ownership percentages of the corporation, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Neil Williams
4902 N.W. 105th Drive
Coral Springs, Florida 33076

Ali Khatami
c/o 7499 West Atlantic Avenue
Suite 208
Delray Beach, Florida 33446

Noel Perera
3-2880 Sheffield Road
Ottawa, Ontario
Canada, K1B1A4

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the

corporation, or until their successors are elected or appointed
are:

Neil Williams - President
4902 N.W. 105th Drive
Coral Springs, Florida 33076

ARTICLE VIII. INCORPORATOR

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

NEIL WILLIAMS
4902 N.W. 105th Drive
Coral Springs, Florida 33076

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

NEIL WILLIAMS, having a business office identical with the
registered office of the corporation named above, and having been
designated as the Registered Agent in the above and foregoing
Articles, is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505, Florida
Statutes.

NEIL WILLIAMS

By: *Neil Williams*
NEIL WILLIAMS
Registered Agent

DATED this 18th day of April, 1997.

By: *Neil Williams*
NEIL WILLIAMS
Incorporator

FILED
97 APR 22 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA