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Requestor's Name

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. 800002154088--7  
(Corporation Name) (Document #) -04/24/97--01104--002  
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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97 APR 24 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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:

G & R Communication International, Inc.

### ARTICLE II PRINCIPAL OFFICE

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

15560 S.W. 104 Te Suite # 625  
Miami, Florida 33196

### ARTICLE III SHARES

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

- a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares of common stock.
- b) Preemptive Rights. Shareholders shall have no preemptive rights.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

The street address of the initial registered office of this corporation is :

15560 S.W. 104 ST. suite #625  
Miami, Fl. 33196

The name of the initial registered agent of this corporation is:

Ron Ohana

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TALLAHASSEE, FLORIDA

**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):

- a) Number: This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- b) Initial Directors: The name and street addresses of the members of the first board of directors of the corporation are:

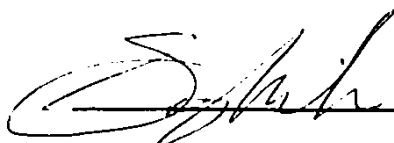
Greg Nielsen  
15560 S.W. 104 TE  
Miami, Fl. 33196


Ron Ohana  
15560 S.W. 104 TE  
Miami, Fl. 33196

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

10 day of April, 19 97.

(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.**

ARTICLE III SHARES (continuation)

c) Cumulative Voting: Cumulative voting shall not be permitted.

ARTICLE V INCORPORATOR(S) (continuation)

c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to it's members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and recieve compensation therefor in any form.

d) Indemnification: The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**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 G & R Communication International, Inc.

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

Ron Ohana

(NAME)

15560 S.W. 104 TE Suite #625

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Fl. 33196

(CITY/STATE/ZIP)

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*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.*

  
(SIGNATURE)

04/14/97  
(DATE)