

P97000038695

GUERDON INTERNATIONAL, INC.

197 Drennen Road, Suite 415

Orlando, FL 32806

April 25, 1997

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

EFFECTIVE DATE

4-25-97

FILED  
97 APR 28 PM 3:43  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Incorporation of New Company:  
GUERDON INTERNATIONAL, INC.  
Effective: April 25, 1997

Enclosed please find an original and one (1) copy of the articles of incorporation for the above mentioned corporation. We desire the additional copy of the articles to be date stamped and returned to us. Accordingly, the amount of \$70.00 is enclosed for the following fees:

Corporate fees	\$ 35.00
Registered Agent	
Designation Fee	35.00
TOTAL	\$70.00
	=====

Thank you in advance for your attention to this matter.

Sincerely,

GUERDON INTERNATIONAL, INC.

By:

George Nolasco

600002157756--8  
-04/29/97--01029--006  
Incorporator \*\*\*\*\*70.00 \*\*\*\*\*70.00

enclosures: Original Set of Articles  
One Copy of Articles  
\$70.00

nc 5/1/97

ARTICLES OF INCORPORATION  
OF  
GUERDON INTERNATIONAL, INC.

EFFECTIVE DATE

4-25-97

The undersigned incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the FLORIDA BUSINESS CORPORATION ACT, hereby adopt the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation shall be: GUERDON INTERNATIONAL, INC.

ARTICLE II - Principal Office

197 Drennen Road, Suite 415 Orlando, Florida 32806

ARTICLE III - Capital Stock

A. The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 2000 shares of common stock having no par value per share.

B. The stockholders shall be the sole judges of the value of any property, right, or thing acquired in exchange for shares of stock and their judgment of such value shall be conclusive.

ARTICLE IV - Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 197 Drennen Road, Suite 415, Orlando, Florida 32806 and the name of the initial registered agent of this corporation at that address is GEORGE NOLASCO

ARTICLE V - Incorporator

The name and street address of the incorporator signing these articles is:

Name  
George Nolasco

Address  
197 Drennen Road, Suite 415  
Orlando, Florida 34806

ARTICLE VI - Business and Activities

This corporation may, and is authorized to, engage in any of the following activities:

A. OWN AND TRANSFER REAL AND PERSONAL PROPERTY: Purchase, receive, own, hold, improve, and use real or personal property, or any interest in real or personal property wherever situated, and sell, convey, lease, exchange, transfer, mortgage, or pledge, any of Corporation's real property and other assets, or any interest in Corporation's real property and other assets.

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**B. ACQUIRE GOING BUSINESSES:** Acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Florida; pay for the same in cash, property or corporation's own or other securities; hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, assume or guaranty performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

**C. BORROW MONEY AND ISSUE INSTRUMENTS OF INDEBTEDNESS:** Borrow money without limit as to amount and at such rates of interest as Corporation may determine; from time to time issue and sell Corporation's notes, bonds, debentures, and other obligations, in amounts, on terms and conditions, for purposes and for prices, now or hereafter permitted by the laws of the State of Florida and by this certificate of incorporation, as the Board of Directors of Corporation may determine; and to secure any of its obligations by mortgage, pledge, or other encumbrance of all or any of its property, franchises and income.

**D. ISSUE NEGOTIABLE INSTRUMENTS:** Draw, make, accept, indorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

**E. CONDUCT BUSINESS ANYWHERE IN WORLD:** Promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting Corporation's business and promoting any of its purposes, maintain offices, branches and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on any business, and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any of the business and purposes herein specified or which at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any of such business and purposes and which might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Florida and have and exercise all of the powers conferred by the laws of the State of Florida upon corporations incorporated or organized under the laws of that state.

**F. ENUMERATION OF PURPOSES AND POWERS NOT LIMITING:** The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of Corporation, and the purposes and powers specified, except when otherwise provided in this Article, shall not be limited or restricted by reference to, or interference from, the terms of any provision of this or any other Article of this certificate of incorporation; provided that Corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Florida which, under its laws, Corporation may not lawfully conduct, promote, or exercise.

#### ARTICLE VII - Term of Existence

The effective date upon which this corporation shall come into existence is April 25, 1997 and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VIII - Initial Director and Organizational Meeting

A. Initially, this corporation shall have ONE director, George Nolasco whose address is 197 Drennen Road, Suite 415, Orlando, Florida 34806, who shall hold the organization meeting of this corporation.

B. Nothing in these articles shall be construed to preclude any stockholder from serving the corporation in any other capacity or receiving compensation therefor.

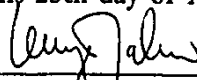
#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

#### ARTICLE X - Amendment to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by shareholders and approved at a stockholder's meeting by holders of majority of the stock issued and entitled to be voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

The undersigned has executed these Articles of Incorporation this 25th day of April, 1997.

  
\_\_\_\_\_  
George Nolasco/Incorporator

CERTIFICATE OF DESIGNATION  
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: GUERDON INTERNATIONAL, INC.

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

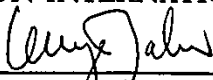
George Nolasco  
(Name)

197 Drennen Road, Suite 415  
(P. O. Box NOT acceptable)

Orlando, Florida 32806  
(City/State/Zip)

We make the above designation effective April 25, 1997.

GUERDON INTERNATIONAL, INC.

BY:   
George Nolasco/INCORPORATOR

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

  
George Nolasco

4/25/97  
Date