

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

MAY 13

BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-13-97		
TIME	10:30		CK No.
BY	DLR		

WALK-IN
 Will Pick Up _____

HE: Global Technologies
International Enterprises

ITC

C.C. FEE. DISBURSED

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S.
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Restatement
☐ Reg. Agent Service
☐ Document Filing

600002176796--1
☐ Corporate KIL -05/13/97--01065--012
☐ Vehicle Search *****122.50 *****122.50
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 UNCLAIMED.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
GLOBAL TECHNOLOGIES INTERNATIONAL ENTERPRISES, INC.**

FILED
97 MAY 13 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GLOBAL TECHNOLOGIES INTERNATIONAL ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to provide for the import/export of high technology equipment and related products and engage in any other legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation. The shares of stock in this Corporation are not to be divided into classes. This Corporation is not authorized to issue a preferred or special class of shares in series or in less than whole shares.

**ARTICLE V - PRINCIPAL ADDRESS,
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 211 Coral Sands Drive, Rockledge, Florida 32955. The street address of the initial registered office of this corporation is 1900 So. Hickory Street, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is James H. Fallace.

ARTICLE VI - INCORPORATORS

The name and address of the initial incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Wasfi A. Makar, M.D.	211 Coral Sands Drive Rockledge, Florida 32955

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

**ARTICLE VIII - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER**

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE IX - DIRECTORS COMPENSATION

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE X - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - DIVIDENDS ON COMMON STOCK

The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.

No dividends shall be paid upon the common stock in any medium if the corporation is, or is thereby, rendered incapable of paying its debts as they become due in the usual course of business.

ARTICLE XIV - AFFILIATED TRANSACTIONS

The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1996), as amended from time to time or any corresponding provisions of Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of May, 1997.

W. Makar, M.D.
WASFI A. MAKAR, M.D.

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 24 day of ^{May}~~April~~, 1997, by Wasfi A. Makar, M.D., who is personally known to me or who has produced his as identification.



[Signature]
Notary Public
State of Florida at Large
Commission/Serial No.: CC 392181
My Commission Expires: 07/13/98

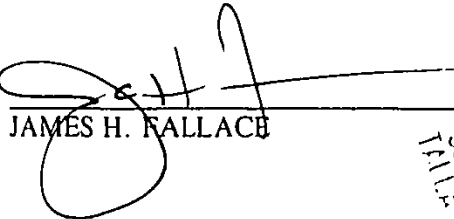
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENCY UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

GLOBAL TECHNOLOGIES INTERNATIONAL ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, and State of Florida, has named James H. Fallace, located at 1900 So. Hickory Street, Melbourne, Florida 32901, as its agent to accept service of process within this state.

ACCEPTANCE

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



JAMES H. FALLACE

FILED
97 MAY 13 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA