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TRANSMITTAL LETTER

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

SUBJECT: GMG Services, Inc.
(Proposed corporate name - must include suffix)

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-07/18/97--01008--020
*****70.00 *****70.00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate | <input type="checkbox"/> \$122.50 Filing Fee & Certified Copy | <input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate |
|---|---|---|---|

FROM: GUS DE RIBEAUX, P.A.
Name (Printed or typed)
2903 SALZEDO STREET
Address
CORAL GABLES, FLORIDA 33134
City, State & Zip
(305) 446-7990
Daytime Telephone number

FILED
97 JUL 17 AM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUL 18 1997

AL JUL 19 1997

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is GMG Services, Inc.

ARTICLE II - Principal Office

The mailing address of this corporation shall be: 525 S.W. 65 Avenue
Miami, Florida 33144

ARTICLE III - Purpose

This corporation is organized for the purpose of any and all business pursuant to the laws of the State of Florida.

ARTICLE IV- Capital Stock

This corporation is authorized to issue 100 shares of \$.10 par value common stock which shall be designated as "Common Shares".

ARTICLES V - Initial Registered Agent

The street address of the registered office of this corporation is 525 S.W. 65 Avenue, Miami, Florida 33144 and the name of the registered agent of this corporation at that address is George Michael Gonzalez.

ARTICLE VI - Board of Directors

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

George Michael Gonzalez
525 S.W. 65 Avenue
Miami, Florida 33144

ARTICLE VII - Incorporator

The name and address of the Incorporator signing these Articles is

George Michael Gonzalez
525 S.W. 65 Avenue
Miami, Florida 33144

ARTICLE VIII - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

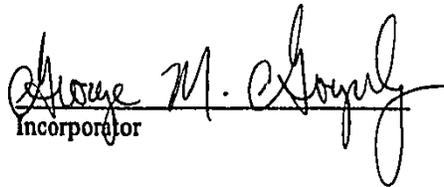
ARTICLE X - Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: July 03, 1997

George Michael Gonzalez

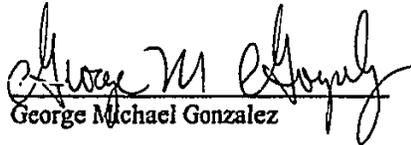

Incorporator

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

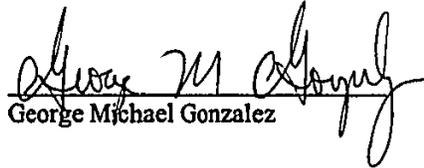
First that GMG Service, Inc., desiring to organize or qualify under the laws of the State of Florida, has named George Michael Gonzalez located at 525 S.W. 65 Avenue in Miami, Florida as its agent to accept service of process within Florida.

Dated: July 03, 1997


George Michael Gonzalez

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 03, 1997


George Michael Gonzalez

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TALLAHASSEE, FLORIDA