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): DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: G & S INTERNATIONAL GROUP, CORP.

AUDIT NUMBER.....H97000011803

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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97 JUL 21 PM 4:05  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF INCORPORATION**

**ARTICLES OF INCORPORATION  
FOR**

97 JUL 21 PM 4:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**G & S INTERNATIONAL GROUP, CORP.**

*We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I**

*The name of the corporation shall be:*

**G & S INTERNATIONAL GROUP, CORP.**

**ARTICLE II**

*The corporation may engage in any activity of business permitted under the laws of the United States of Florida.*

**ARTICLE III**

*The corporation is authorized to issue one hundred (100) shares of \$5.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.*

**ARTICLE IV**

*The amount of capital with which this corporation will begin business shall not be less than Five hundred (\$500.00) dollars,*

**PREPARED BY: GIOVANNI CASTELLANOS**

**VARES INC.**

**1214 SW 2<sup>ND</sup> STREET**

**MIAMI, FL 33135 305-642-7611**

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ARTICLE V

*This corporation is to have perpetual existence.*

ARTICLE VI

*The principal office of this corporation shall be:*

540 BRICKELL KEY DRIVE SUITE 313  
MIAMI, FL. 33131  
(305) 374-6706

ARTICLE VII

*The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of Legislature, shall hold office for the Corporation, are:*

GERMAN ANGEL  
540 BRICKELL KEY DRIVE SUITE 313  
Miami, Florida, 33131  
(305) 374-6706

PRESIDENT

SILVIA TAMAYO  
540 BRICKELL KEY DRIVE SUITE 313  
Miami, Florida, 33131  
(305) 374-6706

VICE-PRESIDENT/ SECRETARY

*The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.*

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ARTICLE VIII

*The names and post office addresses of each shareholder to the  
Certificate of Incorporation are as follows:*

SHAREHOLDERS	% OF SHARES
GERMAN ANGEL 540 BRICKELL KEY DRIVE SUITE 313 MIAMI, FL. 33131 305-374-6706	90%
SILVIA TAMAYO 540 BRIKELL KEY DRIVE SUITE 313 MIAMI, FL. 33131 305-374-6706	10%

ARTICLE IX

*The corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to The inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in it's By-laws confers power upon it's Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.*

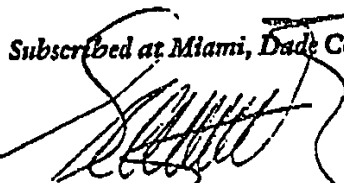
*The corporation reserves the rights to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.*

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*We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business Both within and without the State of Florida, do hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.*

*Subscribed at Miami, Dade County, Florida, this 2<sup>nd</sup> day of October of the year 1996.*

  
GERMAN ANGEL, PRESIDENT

  
SILVIA TAMAYO., VICE PRES./SECRETARY

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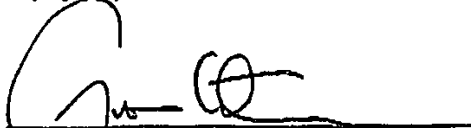
STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

*Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared*

GERMAN ANGEL & SILVIA TAMAYO

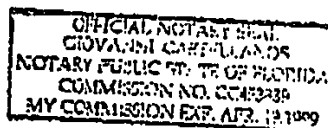
*Who, after being duly sworn by me, depose and say that he signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.*

*WITNESS my hand and official seal, at Miami, Dade County, Florida, this 18TH day of July the year 1997.*



GIOVANNI CASTELLANOS

Notary Public,  
State of Florida at Large



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**CERTIFICATE OF ACKNOWLEDGMENT  
OF REGISTERED AGENT  
FOR SERVICE AND PROCESS WITHIN THE  
STATE OF FLORIDA**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:*

**That: G & S INTERNATIONAL GROUP, CORP.**

*is qualified to do business under the laws of the State of Florida, with it's  
REGISTERED OFFICE at:*

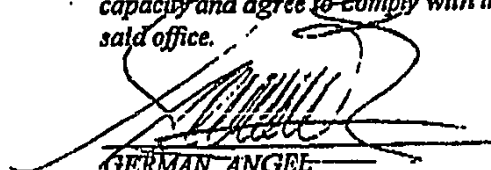
**540 BRICKELL KEY DRIVE SUITE 313  
Miami, Florida, 33131  
(305) 374-6706**

*and has appointed: GERMAN ANGEL*

*As it's agent to accept services of process within the State.*

**ACKNOWLEDGMENT**

*Having been named as Registered Agent to accept service of process for the above stated  
Corporation at the place designated in the Certificate. I hereby accept to act in this  
capacity and agree to comply with the provisions of said Act relative to keeping office  
said office.*

  
**GERMAN ANGEL**  
Registered Agent

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