

P97000065041

LAW OFFICE
EISEN & WILLITS
(A Partnership of Professional Associations)
3599 CAMINO CARRETERO
SUITE 204
BOCA RATON, FL 33432

ROBERT A. EISEN
RYAN E. WILLITS

TELEPHONE (561) 362-5200
FACSIMILE (561) 362-5210

WENDY E. VOGEL

July 22, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation

500002247175--4
-07/24/97--0112--011
*****122.50 *****122.50

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for the following corporations

1. Great Southern Trading Center, Inc.,
2. XYZ Equipment Company, Inc.,
3. Vertigo Trading, Inc., and
4. Acme Capital Corporation.

FILED
97 JUL 24 PM 2:31
TALLAHASSEE, FLORIDA

The Articles provide for 100 shares- \$1.00 par value. Also enclosed are four separate checks in the amount of \$122.50 each for filing fees. Please file the Articles of Incorporation for each of the aforementioned corporations as quickly as possible and return the stamped copies to our office via return Federal Express (airbill enclosed).

If you have any questions, please contact the undersigned. Thank you, in advance, for your cooperation.

Very Truly yours,

Ryan E. Willits
Ryan E. Willits

rew/wev
Enclosures
1006/rae/10130

Don
7/28/97

**ARTICLES OF INCORPORATION
OF
XYZ EQUIPMENT COMPANY, INC.**

FILED
97 JUL 24 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of this corporation is XYZ EQUIPMENT COMPANY, INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is: the Law Office of Eisen & Willits, 299 Camino Gardens Blvd., Suite 204, Boca Raton, FL 33432, and the name

of the initial registered agent of this corporation at that address is **Ryan E. Willits, Esq.**

ARTICLE VI

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time, as provided in the By-laws, but shall never be less than one

(1). The name and address of the initial director of this corporation is:

Jeanine Gurian

**4015 Palm Aire Drive West, Suite 1002
Pompano Beach, FL 33069**

ARTICLE VII

The initial officers of the corporation shall be:

President:

Jeanine Gurian

Secretary

Jeanine Gurian

The name and address of the person signing these Articles of Incorporation is:

Jeanine Gurian

**4015 Palm Aire Drive West, Suite 1002
Pompano Beach, FL 33069**

ARTICLE VIII

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the

shareholders.

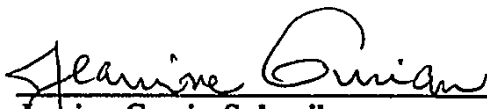
ARTICLE IX

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

ARTICLE X

These Articles of Incorporation may be amended only by the shareholders.

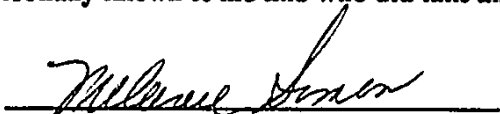
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 30th day of June, 1997.


Jeanine Gurain, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 30th day of June, 1997, by Jeanine Gurain, who is personally known to me and who did take an oath.


Signature of Notary Public
Print Name: Melanie Simon

My commission expires:

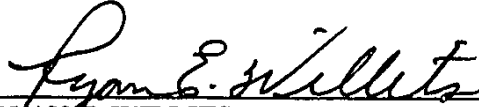


REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes, as amended, the following is submitted:

1. XYZ EQUIPMENT COMPANY, INC. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 299 Camino Gardens Blvd., Suite 204, and names the Law Office of Eisen & Willits, Ryan E. Willits, Esq., as its agent to accept service of process within the State of Florida.

2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept acting in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, as amended, relative to keeping open said office.



RYAN E. WILLITS, Registered Agent
Dated: 6-25-97

FILED
97 JUL 24 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA