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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: G FORCE TOO, INC.

AUDIT NUMBER.....H97000012505

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

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: G FORCE TOO, INC.
REF: W97000017705

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

There is an active trademark on "G-FORCE" document number T95000000541. The name chosen is distinguishable, but we wanted to make you aware of the existence of this trademark.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

FAX Aud. #: H97000012505
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ARTICLES OF INCORPORATION
OF
G FORCE TOO, INC.

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TALLAHASSEE, FLORIDA

We, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I.
NAME

The name of the Corporation shall be G FORCE TOO, INC.

ARTICLE II.
DURATION

The corporation shall have perpetual existence.

ARTICLE III.
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be a 1361 Subchapter S corporation under Section 1361 of the Internal Revenue Code and the right to elect to approve and adopt a plan to offer shares of common stock

Gary J. Rotella, Esq.
500E. Broward Blvd. PH II
Ft. Laud., FL 33344
(984) 763-2500
FBN. 281115

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Law Office.

Gary J. Rotella & Associates, P.A.

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for sale under said section of the Internal Revenue Service Code and all other rights contained therein and may elect to receive all rights granted under any other Section of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

ARTICLE V
CAPITALIZATION

The corporation will begin business with not less than One Hundred Dollars (\$100).

ARTICLE VI
REGISTERED AGENT

The name and address of the initial registered agent of the corporation is GARY J. ROTELLA, Broward Financial Centre, 500 East Broward Boulevard, Penthouse II, Fort Lauderdale, Florida 33394-3084.

ARTICLE VII
REGISTERED OFFICE

The initial registered office of this Corporation shall be:

Broward Financial Centre
500 East Broward Boulevard, Penthouse II
Fort Lauderdale, Florida 33394-3084

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ARTICLE VIII
CORPORATE OFFICES

ARTICLE IX.
DIRECTORS

- C. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:**

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1. To adopt or amend by-laws not inconsistent with any by-laws that may have been adopted by the stockholders.
2. To purchase and sell real and/or personal property, and to authorize and cause to be executed mortgages or other instruments upon or encumbering the real and personal property of the Corporation.
3. When, and as authorized by affirmative vote given at a meeting or by the written consent of stockholders of record holding at least a majority of the stock, to sell, lease or exchange all of the real and personal property and assets of the corporation, excluding its good will and its corporate business, upon such terms and conditions as the Board of Directors deem expedient.

ARTICLE X
INCORPORATORS

The name and address of the persons signing these Articles is:

RITA GRASSO

4620 NW 100th Way
Coral Springs, Florida 33076

LEO GRASSO

4620 NW 100th Way
Coral Springs, Florida 33076

ARTICLE XI
OFFICERS

The names and addresses of the initial officers of this Corporation are as follows:

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LEO A. GRASSO
President

4620 NW 100th Way
Coral Springs, Florida 33076

LEO A. GRASSO
Vice President

4620 NW 100th Way
Coral Springs, Florida 33076

RITA GRASSO
Secretary

4620 NW 100th Way
Coral Springs, Florida 33076

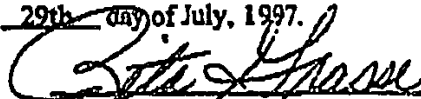
RITA GRASSO
Treasurer

4620 NW 100th Way
Coral Springs, Florida 33076

ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

We, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hand and seal this 29th day of July, 1997.


RITA GRASSO

STATE OF FLORIDA }
 ss.
COUNTY OF BROWARD }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared RITA GRASSO, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed,

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and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this .

29th day of July, 1997.

Rosemarie Ursula Duran
NOTARY PUBLIC, State of Florida at Large
Rosemarie Ursula Duran
Print Name of Notary Public

My Commission Expires:



ROSEMARIE URSULA DURAN
My Commission CC371771
Expires May. 11, 1998
Bonded by HAI
800-422-1525

Leo A. Grasso
LEO A. GRASSO

STATE OF FLORIDA }
 ss.
COUNTY OF BROWARD }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared LEO A. GRASSO, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Broward County, Florida, this .

29th day of July, 1997.

Rosemarie Ursula Duran
NOTARY PUBLIC, State of Florida at Large
Rosemarie Ursula Duran
Print Name of Notary Public

My Commission Expires:



ROSEMARIE URSULA DURAN
My Commission CC371771
Expires May. 11, 1998
Bonded by HAI
800-422-1525

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Leo A. Grasso
Sony J. Rotella & Associates, P.A.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That G FORCE TOO, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4620 NW 100th Way, Coral Springs, Florida 33076, has named Gary J. Rotella, Broward Financial Centre, 500 East Broward Boulevard, Penthouse II, Fort Lauderdale, Florida 33394-3084, as its registered agent to accept service of process within this State.

Signature: *Rita Grasso*
RITA GRASSO

Date: July 29, 1997

Signature: *Leo A. Grasso*
LEO A. GRASSO

Date: July 29, 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Gary J. Rotella
GARY J. ROTELLA

DATED: July 29, 1997

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