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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: GNU INDUSTRIES, INC.

AUDIT NUMBER.....H97000014107

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

CERT. OF STATUS..0

PAGES.....5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER 'AUG 27 1997

497000014107
ARTICLES OF INCORPORATION
OF
GNU INDUSTRIES, INC.

FILED
97 AUG 27 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is GNU INDUSTRIES, INC.

ARTICLE TWO-DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

Prepared By:
Fred Hochsztein, Esq.
2999 N.E. 191st Street, Suite 900
Aventura, Florida 33180
(305) 682-1328
Fla. Bar No. 378216

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ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of single class and shall have a par value of \$0.01 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE- SUBSCRIBERS

The street address of the initial principal office of the corporation is 1904 South Ocean Drive, #1604, Hallandale, Florida 33009. The Registered Agent shall be Fred Hochsztein, Esquire whose address is 2999 N.E. 191st Street, Suite 900, Aventura, Florida 33180.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is four (4). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

Christopher Glardon	1904 South Ocean Drive, #1604 Hallandale, Florida 33009
Clayton N. Sattler	1904 South Ocean Drive, #1604 Hallandale, Florida 33009
Michael Tupputo	1904 South Ocean Drive, #1604 Hallandale, Florida 33009

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Mario Tupputo

1904 South Ocean Drive, #1604
Hallandale, Florida 33009

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

Fred Hochsztein, Esq. 2999 N.E. 191st Street, Suite 900
Aventura, Florida 33180

ARTICLE EIGHT - INITIAL OFFICERS

Christopher Glardon	President
Clayton N. Sattler	Vice President
Clayton N. Sattler	Secretary
Christopher Glardon	Treasurer

ARTICLE NINE - AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 26 day of ^{August} ~~July~~, 1997.


Fred Hochsztein, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

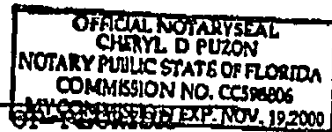
BEFORE ME, personally appeared FRED HOCHSZTEIN, well known to me to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26 day of ^{August} ~~July~~, 1997.

497000014107

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA



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

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

That GNU INDUSTRIES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Hallandale, County of Broward, and the State of Florida, has named, FRED HOCHSZTEIN, ESQ., 2999 N.E. 191st Street, Suite 900, Aventura, Florida 33180 as its agent to accept service of process within its State.


INCORPORATOR

DATED: 8/26/97

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.


RESIDENT AGENT

DATED: 8/26/97

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