

TRANSMITTAL LETTER

P97000077628

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

97 SEP -5 AM 8:07

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SUBJECT: GLOBAL COMMERCE AND MARKETING CORP.
(Proposed corporate name - must include suffix)

700002205627--5
-09/05/97--01067--001
*****78.75 *****78.75

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: NORMA R. MUSTIGA
Name (Printed or typed)

79 BRIDGEHAVEN DRIVE
Address

PALM COAST, FL. 32137
City, State & Zip

(904) 445-7931 - (904) 446-4595
Daytime Telephone number

RP
9-9-97

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

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ARTICLES OF INCORPORATION

THE UNDERSIGNED, in order to form a corporation for the purpose hereinafter stated, under the pursuant to the provision of the General Corporation Law of the state of Florida, in the Acts amendatory thereof in supplementary thereto, here by certifies as follows:

ARTICLE ONE

The name of the corporation (which is hereinafter called "The Company") is Global Commerce and Marketing. Corp.

ARTICLE TWO

The principal place of business and the mailing address of the Corporation is 79 Bridgehaven Drive, Palm Coast, Florida 32137.

ARTICLE THREE

The purpose of the company is to engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of the State of Florida.

ARTICLE FOUR

The aggregate number of shares that the Company shall have the authority to issue is 1,000 shares of Common Stock in one class only, each with a par value of \$1.00.

ARTICLE FIVE

The Company will not commence business until it has received for the issues of its share consideration of the value of \$1,000.00. Each share of common stock should be entitled to participate equally in any divided on every distribution of the assets of the Company whether upon any partial or complete liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or otherwise.

ARTICLE SIX

The period of duration of the Corporation is perpetual.

ARTICLE SEVEN

The address of the Company's register office in the state of Florida is 79 Bridgehaven Dr. Palm Coast, Florida 32137. The name of its register agent at such address is Armando E. Mustiga.

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ARTICLE EIGHT

The election of Directors of the Company need not be by ballot unless required by the Company's by-laws. Any director may be removed at any time, either with or without cause, and his place filled, by the affirmative vote of the holder of the majority of stock of the Company at the time entitled to vote for directors.

ARTICLE NINE

In furtherance and not in limitation of the powers conferred by law, and in addition of the powers which may be conferred by the by-laws, the Board of Directors is expressly authorized to make, alter, amend or repeal the by-laws of the Company.

ARTICLE TEN

The name and mailing address of the Incorporator is Norma R. Mustiga, 79 Bridgehaven Dr. Palm Coast, Florida 32137.

Norma Mustiga
Incorporator

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as register agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I'm familiar with and accept the obligation of my position as registered agent.

9-1-97

Date

[Signature]

Registered Agent