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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAG-T CORP. AGENTS, INC.
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NAME: GLOBAL INTERNATIONAL HOLDINGS, INC.
AUDIT NUMBER.....H97000015612
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B. McKinnon SEP 19 1997

ARTICLES OF INCORPORATION

OF

GLOBAL INTERNATIONAL HOLDINGS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is GLOBAL INTERNATIONAL HOLDINGS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 10901 S.W. 171 STREET, MIAMI, FL, 33157.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

JEANNETTE ANDREWS, ESQ.
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8834
BAR #: 0078124

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ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office, is 10901 S.W., MIAMI, FL, 33157, and the registered agent at that office is JOSEPH NICHOLAS THOMAS.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors constituting the Initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The Initial Board of Directors of the Corporation shall be comprised of:

DWIGHT HOLLIER
16740 NW 13th Court
Pembroke Pines, FL 33028

NICHOLAS THOMAS
17300 NW 68th Avenue, #117
Miami Lakes, FL 33016

JEROME LESLIE
10901 SW 171st Street
Miami, FL 33157

RODNEY SALNAVE
239 Lawn Way
Miami Springs, FL 33177

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JOSEPH NICHOLAS THOMAS
17300 N.W. 68th AVE., # 117
MIAMI, FL 33016

IN WITNESS WHEREOF, I, JOSEPH NICHOLAS THOMAS, the undersigned incorporator,
have signed these Articles of Incorporation on this 19 day of September, 1997, and
acknowledged the same to be my act.

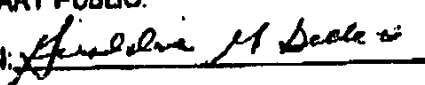

JOSEPH NICHOLAS THOMAS

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of September
1997 by JOSEPH NICHOLAS THOMAS, who personally appeared before me at the time of
notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE
as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Geraldine M. DeLoe
STATE OF FLORIDA AT LARGE



Geraldine M. DeLoe
My Commission 00577091
Expires Aug. 18, 2000

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—That GLOBAL INTERNATIONAL HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office 10901 S.W. 171 STREET, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named JOSEPH NICHOLAS THOMAS, at 10801 S.W. 171 STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as 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 registered 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 am familiar with and accept the obligations of my position as registered agent.

BY: 
JOSEPH NICHOLAS THOMAS

DATE: 9/17/97

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TALLAHASSEE, FLORIDA