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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -1 PM 1:28

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

Subject: GLOBAL MEDIKA, INCORPORATED

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 which includes the filing fee and certificate.

Please return the photocopy to me with the filing date stamped on it.

From:
Georges Franco
20533 Biscayne Boulevard, #4-222
Miami, Florida 33180
Tel: (305) 655-1807

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ARTICLES OF INCORPORATION OF
GLOBAL MEDIKA, INCORPORATED

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation shall be: GLOBAL MEDIKA, INCORPORATED

ARTICLE 2 - PURPOSE OF CORPORATION

Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The principal office of the corporation will be located at 20533 Biscayne Boulevard, #4-222, Miami, Florida 33180 and the mailing address will be the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of the corporation is Georges Franco whose address shall be the same as the principal office of the corporation.

ARTICLE 5 - OFFICERS

The officers of the corporation shall be:

President: Georges Franco
Vice-President: Kerby Jean-Joseph
Secretary: Kerby Jean-Joseph
Treasurer: Georges Franco

whose addresses shall be the same as the principal address of corporation.

ARTICLE 6 - DIRECTORS

The Director(s) of this corporation shall be:

Georges Franco
Kerby Jean-Joseph

whose addresses shall be the same as the principal address of the corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The corporation shall have the authority to issue one million (1,000,000) shares of common stock, in one class only, each with a par value of one cent (\$0.01).

7.2 No holder of shares of stock of any class shall have the preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the corporation.

7.4 The Board of Directors of corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the corporation has elected to be an S Corporation, each share of stock issued by this corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - POWERS OF CORPORATION

The corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the corporation, the corporation shall not be bound to recognize any equitable or other claim, or interest in, such share or right on the part of any person, whether or not the corporation shall have notice thereof.

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ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation is Georges Franco and the registered street address is 20533 Biscayne Boulevard, Suite #4-222, Miami, Florida 33180.

ARTICLE 13 - BYLAWS

The Board of Directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or in any Amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of September 1997.



Georges Franco, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Georges Franco, having a business address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Georges Franco