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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: GLOBAL ENVIRONMENTAL SOLUTIONS, IONC.

AUDIT NUMBER.....H97000016190

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 15, 1997

EMPIRE

SUBJECT: GLOBAL ENVIRONMENTAL SOLUTIONS, INC.
REF: W97000022278

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.

Please accept our apology for failing to mention this in our previous letter.

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Backy McKnight
Document Specialist

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ARTICLES OF INCORPORATION

97 OCT 16 AM 7:46

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLOBAL ENVIRONMENTAL AND ENERGY SOLUTIONS, INC.

The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this corporation:

ARTICLE I

The name of this Corporation shall be: Global Environmental and Energy Solutions, Inc., and the mailing address of the Corporation shall be: 10960 Handel Place, Boca Raton, Florida 33498

ARTICLE II

This Corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things with any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares of Common Stock, at \$1.00 (one) Par Value.

George M. Evans, Esq.
2100 Ponce de Leon Blvd., #1040
Coral Gables, FL 33134 1
(305) 447.8170
FBN. 229113

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All said stock shall be payable in cash, property (real or personal) labor or services in lieu of cash, at such valuation as may be fixed from time to time by the Board of Directors of this corporation.

ARTICLE V

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI

The street address of the initial registered office of this Corporation is: 2100 Ponce De Leon Boulevard, Suite 1040, Coral Gables, Florida 33134, and the initial registered agent of this Corporation is: George M. Evans.

ARTICLE VII

The names and street addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until successors are elected or appointed and have been qualified shall be:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|--|
| Maresh Talwar | 42 Aero Camino, Suite 211 Santa Barbara, California 93117 |
| Eduardo Guzman | 10960 Handel Place Boca Raton, Florida 33498 |

This corporation shall have TWO(2) Directors, Initially.

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ARTICLE VIII

The names and address of the persons signing these Articles are:

NAME

ADDRESS

Mahesh Talwar

42 Aero Camino, Suite 211
Santa Barbara, California 93117

Eduardo Guzman

10960 Handel Place
Boca Raton, Florida 33498

ARTICLE IX

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Stockholders provided, however, that the Stockholders may specifically provide in any By-Laws made by them that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X

At each election for directors, every stockholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI

The affirmative vote of seventy-five (75%) per cent of the shares of this corporation issued and outstanding, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this Corporation.

ARTICLE XII

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Shares of Capital Stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite the name:

| NAME | SHARES |
|----------------|--|
| Mahesh Talwar | 42 Aero Camino, Suite 211 Santa Barbara, California 93117 |
| Eduardo Guzman | 10960 Handel Place Boca Raton, Florida 33498 |

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

- (1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intent to sell or transfer such shares. Within eight (8) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its out-standing voting shares. Should the corporation fail to purchase the shares at the expiration of the eight (8) day period, or prior thereto decline to purchase the shares, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the common shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address, as such address may appear on the books of the corporation. Within eight (8) days after the mailing or delivering of the copies of the notice, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase

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price thereof with authorization to pay such price against delivery of the shares.

- (2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion to such shares as the number of the shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- (3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- (4) If within said eight (8) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in the notice to any person or persons whomsoever; provided, however, that they shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary of the corporation.

ARTICLE XIII

The corporation shall be managed by the Board of Directors unless the Stockholders shall by a majority vote hereafter determine that the Corporation shall be managed by the Stockholders.

ARTICLE XIV

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The provisions of said act shall extend to this corporation insofar as the same shall be applicable.

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ARTICLE XV

The Stockholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XVI

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers, or are financially interested shall be either void or voidable because of that relationship or interest, or because that director or those directors are present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because his, her or their votes are counted for that purpose, if:

- (1) The fact of that relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the Shareholders; or
- (2) The fact of that relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize, approve or ratify the contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, committee or the Stockholders.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVIII

This corporation, through its stockholders, reserves the right to amend or repeal any

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provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 4th day of September, 1997.

Witnesses:

Eduardo Guzman (SEAL)
Eduardo Guzman, Secretary and Director

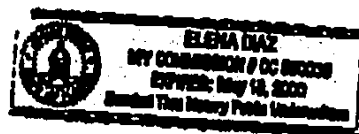
STATE OF FLORIDA)
)§
COUNTY OF Dade)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Eduardo Guzman, personally known to me _____, or who has produced driver's license as identification and who did take an oath.

SWORN AND SUBSCRIBED before me this 4th day of September
19 97.

My commission expires:

Elena Diaz
NOTARY PUBLIC, STATE OF FLORIDA
PRINT NAME: ELENA DIAZ
COMMISSION NUMBER:



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

IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT GLOBAL ENVIRONMENTAL SOLUTIONS, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA,
HAS NAMED GEORGE M. EVANS, , LOCATED AT: 2100 PONCE DE LEON
BOULEVARD, SUITE 1040, CORAL GABLES, FLORIDA 33134.
(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

TITLE: Secretary and Director

DATE: September 4, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

RESIDENT AGENT

DATE: 9/4/97

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FILED
CLERK OF DISTRICT COURT
JANUARY 1998
TALLAHASSEE, FLORIDA

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