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LAW OFFICES OF

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October 31, 1997

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Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Filing Articles of Amendment for: GLOBAL ALLIANCE
LIMITED, INC. for name change to: GLOBAL CAPITAL RESOURCES, INC.;
and Filing new Articles of Incorporation for: PALM COAST TOBACCO
CORPORATION.

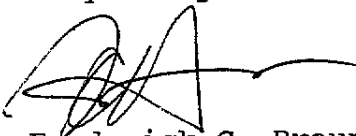
Dear Sirs or Madames:

Please find enclosed herewith an original and one copy of
fully executed Articles of Incorporation for PALM COAST TOBACCO
CORPORATION. I am also enclosing a money order in the amount of
\$70.00 for filing fees in connection with this corporation. Please
return to me the copy with the stamped filing information thereon.

Please also find enclosed an original and one copy of the
fully executed Articles of Amendment (changing the name of an
existing Florida corporation from GLOBAL ALLIANCE LIMITED, INC. to
GLOBAL CAPITAL RESOURCES, INC.) for filing. I am also enclosing a
money order in the amount of \$35.00 for filing fees in connection
with these Articles of Amendment. Please return to me the copy
with the stamped filing information thereon at your earliest
convenience.

If you have any questions or comments in connection with
either of the foregoing matters, please do not hesitate to call on
me at the number listed above.

Very Truly Yours,



Frederick C. Braun, Esq.

FCB/rw

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97 NOV -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 11/4/97

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ARTICLES OF INCORPORATION OF
PALM COAST TOBACCO CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be PALM COAST TOBACCO CORPORATION

The principal address of the corporation at the time of incorporation is 951 NW 10th Street, Boca Raton, Florida 33486.

ARTICLE II. DURATION

The duration of this corporation is perpetual, unless dissolved according to law.

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is organized is to conduct any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the corporation's initial registered agent is Vincent J. Fasano, 951 NW 10th Street, Boca Raton, Florida 33486.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

NAME

ADDRESS

Vincent J. Fasano 951 NW 10th Street,
Boca Raton, Florida 33486

ARTICLE VII. INCORPORATORS

The name and address of each incorporators are as follows:

NAME

ADDRESS

Vincent J. Fasano 951 NW 10th Street,
Boca Raton, Florida 33486

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. AMENDMENT

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

In witness whereof, the undersigned incorporators have executed these articles of incorporation on October 30, 1997.

Incorporator


Vincent J. Fasano

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that PALM COAST TOBACCO CORPORATION, desiring to organize or qualify under the laws of the State of Florida, has named Vincent J. Fasano located at 951 NW 10th Street, Boca Raton, Florida 33486, as its agent to accept service of process within Florida.

Dated: October 30, 1997.


Vincent J. Fasano, incorporator

ACCEPTANCE OF REGISTERED AGENT

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 30, 1997.


Vincent J. Fasano
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA