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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

December 1st., 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL. 32314

100002360851--5
-12/02/97--01059--011
****122.50 ****122.50

Dear Sir/Madam:

Enclosed you will find Articles of Incorporation for Gloryhill Investment Corporation for your consideration. Also you will find two checks, one in the amount of \$122.50 and the other one in the amount of \$16.00 to be used by your department for the fedex airbill.

Sincerely yours,


Gloria M. Gil

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*****16.00 *****16.00

Regie GAVE
AUTHORIZATION BY PHONE TO
CORRECT KA accept
DATE 12-3-97
DOC. EXAM ST

12-2-97

ARTICLES OF INCORPORATION
OF
GLORYHILL INVESTMENT CORPORATION

The undersigned natural person acting as incorporator of a corporation under the provisions of the Florida General Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION:

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

The name and address of the Corporation are:

GLORYHILL INVESTMENT CORPORATION
299 Alhambra Circle, No. 519,
Coral Gables, Florida 33134

ARTICLE II

DURATION

The period of duration of the Corporation is: Perpetual.

ARTICLE III

PURPOSE

The general nature and purpose of the business or businesses to be transacted is as follows:

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under, and to introduce, sell, assign, create security interest in, pledge or otherwise dispose of, and in any manner deal with and contract with reference to: inventions, devices, formulas, processes and any improvements and modifications thereof; letters patent, patent rights, patented processes, copyrights, designs and similar rights, trademarks, trade symbols, trade names, and other indications of origin and ownership granted by or recognized under the laws of the United States or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereto; and franchises, license grants and concessions.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary, or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporation by the laws of the State of Florida including but not limited to:

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To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purpose of the corporation, and to secure the same by mortgage, pledge, deed or trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, in this state.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder's quorum or vote.

To contract debts and borrow money and such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes, and other evidence of indebtedness, whether secured or unsecured, and execute such mortgage, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV CAPITAL

The corporation shall have authority to issue and have outstanding not more than FIVE THOUSAND (5000) shares of common stock, each having a par value or ONE DOLLAR (\$1.00).

ARTICLE V REGISTER AGENT

The initial registered address of the Corporation is 299 Alhambra Circle, No. 519, Coral Gables 33134 and the initial Registered Agent of the Corporation is

GLORYHILL INVESTMENT CORPORATION
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GLORIA M. GIL, and individual resident of the State of Florida whose business office is 299 Alhambra Circle, No. 519, Coral Gables, Florida 33134.

ARTICLE VI
DIRECTOR

The Corporation shall have ONE DIRECTOR initially, whose name and street address is as follows:

NAME	ADDRESS
GLORIA M. GIL	299 Alhambra Circle, No. 519, Coral Gables, Florida 33134

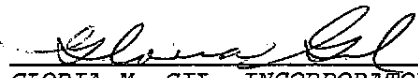
ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

NAME	ADDRESS
GLORIA M. GIL	299 Alhambra Circle, No 519, Coral Gables, Florida 33134

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EXECUTE THIS 1st of Dec., 1997. I hereby accept designation as registered agent.



GLORIA M. GIL, INCORPORATOR
REGISTERED AGENT

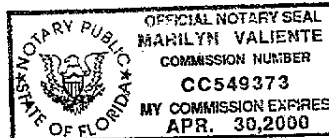
STATE OF FLORIDA)
COUNTY OF DADE)

I, the undersigned, a Notary Public, duly commissioned to take acknowledgement and administer oaths in the State of Florida, do hereby certify that on this day personally appeared before me

GLORIA M. GIL

Who, being by me first duly sworn, declared that she is the Incorporator referred to in VII of the foregoing Articles of Incorporation, and that the statements contained therein are true.

WITNEDED my hand and seal this 1st of Dec, 1997



NOTARY PUBLIC

My commission expires on