

***Simon, Green & Associates, Inc.***  
**Certified Public Accountants**

8280-8 Princeton Square Blvd., West  
Jacksonville, Florida 32256-0362  
Office 904/443-6346  
FAX 904/739-2521

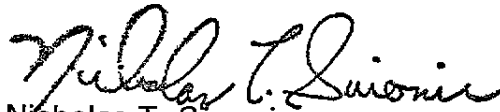
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: G B INTERNATIONAL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for in the amount of \$70.00 to cover the filing fee.

We would like to take this opportunity to thank you in advance for the expedient processing of these Articles of Incorporation.

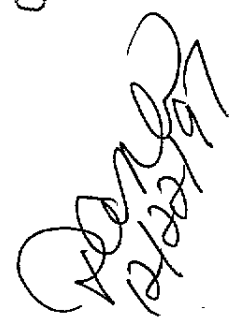
Cordially,

  
Nicholas T. Simon  
Certified Public Accountant

NTS/gs  
enclosures

700002379807--0  
-12/22/97--01154--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
97 DEC 22 AM 6:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION**  
**FOR**  
**G B INTERNATIONAL, INC.**

FILED  
97 DEC 22 AM 6:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

**ARTICLE I, NAME**

The name of the Corporation shall be:

**G B INTERNATIONAL, INC.**

**ARTICLE II, PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this Corporation shall be:

**3388 ATWOOD COURT  
CLEARWATER, FLORIDA ~~33519~~ 33761**

**ARTICLE III, NATURE OF BUSINESS**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. The principal activity of the corporation will be the wholesale distribution of motivational/educational support products and consumer products.

**ARTICLE IV, CAPITAL STOCK**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value.

**ARTICLE V. REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

**DAVID B. ROBERTS  
3388 ATWOOD COURT  
CLEARWATER, FLORIDA ~~33519~~ 33761**

**ARTICLE VI. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VII. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VIII. DIRECTORS**

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholder until such time directors are designated as provided by the Bylaws.

**ARTICLE IV. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

**DAVID B. ROBERTS  
3388 ATWOOD COURT  
CLEARWATER, FLORIDA 33519**

The undersigned incorporator has executed these Articles of Incorporation of this TENTH day of DECEMBER, 1997.

  
\_\_\_\_\_  
DAVID B. ROBERTS

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

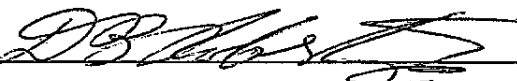
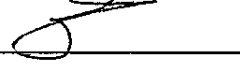
1. The name of the Corporation is:

**G B INTERNATIONAL, INC.**

2. The name and address of the registered agent and office is:

**DAVID B. ROBERTS  
3388 ATWOOD COURT  
CLEARWATER, FLORIDA ~~33519~~ 33761**

*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.*

Signature   
Date 12/10/97 

**FILED**  
97 DEC 22 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA