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TRANSMITTAL LETTER

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

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-12/19/97--01024--012
****131.25 ****131.25

Subject: **GL Incorporated**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 Filing fee, Certified copy, and Certificate.

From: Phyllis A. Grant
11929 E. Colonial Dr. #316
Orlando, Florida 32826-4703
(407) 306-2032 (Daytime Phone #)
407-260-1874 home

Phyllis A Grant

Phyllis Grant GAVE
AUTHORIZATION BY PHONE TO
Type Incorporator under the R.A. Acceptance
Signature of her
home.
DATE 12-29-97
DOC. EXAM. CB

FILED
97 DEC 29 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
12-29-97

ARTICLES OF INCORPORATION

OF

Article I - Name

The name of this corporation is GL United, Incorporated

Article II - Principal Office

The principal place of business and mailing address is
11929 E. Colonial Drive #316, Orlando, Florida 32826-4703.

Article III - Purpose

This corporation is organized:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personnel property and services of every kind, class and description.

2. To engage in any activity or business permitted under the laws of the United States and of this state, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue shares at par value common stock, which shall be designated "Common Shares". No shareholder shall be entitled to preemptive rights. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000.

Article V - Initial Registered Agent and Street Address

The street address of the initial registered agent is
11929 E. Colonial Drive #316, Orlando, Florida 32826-4703.

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TALLAHASSEE, FLORIDA

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the chairman of the board and initial director of this corporation is:

Chairman	Initial Director
Phyllis A. Grant	Richard D. Leavitt
11929 E. Colonial Dr. #316	11929 E. Colonial Dr. #316
Orlando, Florida 32826-4703	Orlando, Florida 32826-4703

Article VII - Incorporator

The name and address of the person signing these articles is:

Phyllis A. Grant
11929 E. Colonial Dr. #316
Orlando, Florida 32826-4703

Article VIII - Indemnification

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

Article IX - Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has
executed these articles of incorporation this ____ day of ____ 1997.

Phyllis A. Grant

Article X - Appointment of Registered Agent

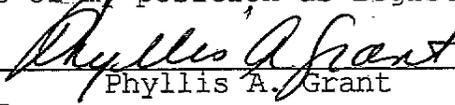
Certificate Designating Place of Business of Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

GL United, Incorporated

a corporation organizing under the laws of the State of Florida with its principle Office at 11929 E. Colonial Dr. #316 in the city of Orlando, County of Orange, State of Florida has named Phyllis Ann Grant, located at 11929 E. Colonial Dr. #316 in the city of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE:

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.



Phyllis A. Grant
Incorporator

Officers of this Corporation are:

Phyllis A. Grant, President
11929 E. Colonial Dr. #316
Orlando, FL 32826-4703

Richard D. Leavitt, Vice President
11929 E. Colonial Dr. #316
Orlando, FL 32826-4703

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TALLAHASSEE, FLORIDA

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