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Scott W. Bodenweber
1402 East East Las Olas Blvd.
Suite 1092
Fort Lauderdale Fl. 33301

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

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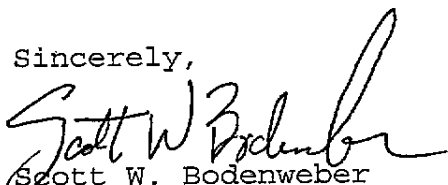
RE: G D N Enterprises, Inc.

Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, G D N Enterprises, Inc. along with payment in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50).

Please place these documents in line for processing. Thank you very much.

Sincerely,


Scott W. Bodenweber
enclosures

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DIVISION OF CORPORATIONS
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WS

ARTICLES OF INCORPORATION

OF

G D N ENTERPRISES, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME. The name of the Corporation is:
G D N Enterprises, Inc.
2. DURATION. The period of its duration is perpetual.
3. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK. The corporation is authorized to issue One Hundred Million (100,000,000) shares of common stock, all of one class, at NO Par Value.
5. PRINCIPAL OFFICE. The address of the principal office of the corporation is as follows:

G D N Enterprises, INC.
1402 East Las Olas Boulevard
Suite 1092
Fort Lauderdale Fl. 33301

6. INITIAL REGISTERED AGENT. The name and address of the initial registered agent of the corporation is as follows:

Scott W. Bodenweber
1402 East Las Olas Boulevard
Suite 1092
Fort Lauderdale Fl. 33301

7. INITIAL BOARD OF DIRECTORS. The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

Scott W. Bodenweber
1402 East Las Olas Boulevard Suite 1092
Fort Lauderdale, Florida 33301

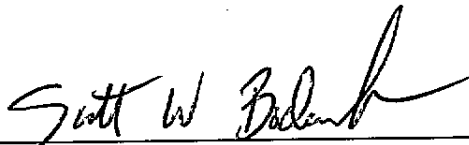
8. AMENDMENT OF ARTICLES. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

10. INCORPORATOR. The name and address of the incorporator is:

Scott W. Bodenweber, as Trustee
1402 East Las Olas Boulevard
Suite 1092
Fort Lauderdale Florida, 33301

WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of December, 1997.



INCORPORATOR, As Trustee

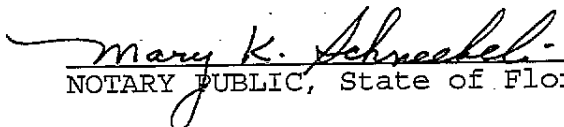
STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Scott W. Bodenweber, to me well known to be the person described in and who executed the foregoing Articles of Incorporation or Florida Driver License Number _____, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30 day of December, 1997.



NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



MARY K. SCHNEEBELI
COMMISSION # CC 631200
EXPIRES MAR 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

WHOM PROCESS MAY BE SERVED WITHIN THIS STATE
CERTIFICATE DESIGNATING REGISTERED AGENT UPON

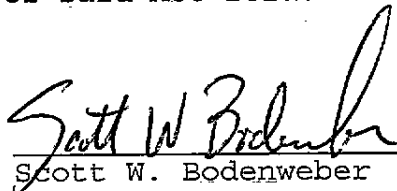
In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that G NED Enterprises, Inc., a Florida corporation qualified to do business under the laws of this State, has appointed Scott W. Bodenweber as its agent to accept service of process within this State at the following address:

Scott W. Bodenweber
1402 East Las Olas Boulevard Suite 1092
Fort Lauderdale Fl. 33301

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


Scott W. Bodenweber

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