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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: GP CORPORATION

AUDIT NUMBER.....H98000001441

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/24/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1998

EMPIRE

SUBJECT: GP CORPORATION
REF: W98000001539

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ARTICLES OF INCORPORATION

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ARTICLE I -- NAME

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THE NAME OF THIS CORPORATION IS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GPSS CORPORATION

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

1444 BISCAYNE BLVD.
SUITE NO. 220 OFFICE #12
MIAMI, FLORIDA 33132

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

1444 BISCAYNE BLVD.
SUITE NO. 220 OFFICE #12
MIAMI, FLORIDA 33132

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

PAULO ROBERTO RODRIGUES STANISCI

PREPARED BY:

GUILLERMO UBIETA
8045 North West 36TH STREET
Suite No. 525
MIAMI, FL. 33166
(305) 597-4511

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

PAULO ROBERTO RODRIGUES STANISCI
PRESIDENT & DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

PAULO ROBERTO RODRIGUES STANISCI
1444 BISCAYNE BLVD.
SUITE NO. 220 OFFICE#12
MIAMI, FLORIDA 33132

ARTICLE VIII - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 22ND DAY OF JANUARY OF 1998.


PAULO ROBERTO RODRIGUES STANISCI
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT GPSS CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF
DADE, STATE OF FLORIDA, HAS APPOINTED PAULO ROBERTO RODRIGUES
STANISCI, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF GPSS
CORPORATION TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO
COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 22ND DAY
OF JANUARY, 1998.


PAULO ROBERTO RODRIGUES STANISCI
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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