

WALLY G. KASSIS

P.O.BOX 3366
Palm Beach, FL 33480
(561) 736-0330

P98000007778
January 19, 1998

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

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-01/23/98--01033--016
*****70.00 *****70.00

RE: Galaxy Investments, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find my check in the amount of Seventy dollar (\$ 70.00) witch covers the following:

Charter filing : \$35.00

Registered Agent fee : \$35.00

Kindly file same and return the copy to me marked "filed" to the above address. Enclosed please find a SASE for your convenience. If I can be of further assistance to you regarding this matter please do not hesitate to call me .

Thank you in advance for your cooperation in this matter.

Very truly yours,



Wally G. Kassis

Enclosures:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 PM 1:15

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
Galaxy Investments, Inc.**

The undersigned, for the purposes of forming a corporation under the FLORIDA GENERAL CORPORATION Act, hereby adopt the following Articles of Incorporation:

ARTICLE I : Name.

The name of this corporation is **Galaxy Investments, Inc.**

ARTICLE II: Duration.

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III: Purpose.

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV: Capital Stock.

The aggregate number of shares which corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V: Preemptive Rights Granted.

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI: Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

326 3d way.
West Palm Beach, FL 33407

The name of the initial registered agent of this corporation at that address is:

Rabih Boudargham

ARTICLE VII: Initial Board of Directors.

This corporation shall have one director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the BY-LAWS. The name of the initial board of directors of this corporation are:

Rabih Boudargham

President/ Secretary

Labib Dargam

Vice President/ Treasurer

ARTICLE VIII: Incorporators.

The name and street address of the person signing these Articles is:

Rabih Boudargham

326 3d way.
West Palm Beach, FL 33407

ARTICLE IX: Indemnification.

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

ARTICLE X: Amendment:

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: BY-LAWS.

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of January 1998

Signature of Incorporator: _____

Rabih Boudargham

STATE OF FLORIDA
COUNTY OF PALM BEACH.

The foregoing instrument was acknowledged before me this 19 day of January 1998 by Rabih Boudargham on behalf of the corporation. He is personally known to me, and did take an oath.

NOTARY PUBLIC

Signature: _____



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

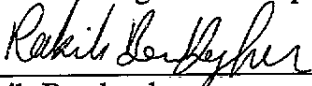
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**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST: Galaxy Investments, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at : 326 3d way West Palm Beach, Florida 33407; has Rabih Boudargham as registered agent, located at 326 3d way. West Palm Beach, Florida 33407 as its agent to accept service of process within Florida.

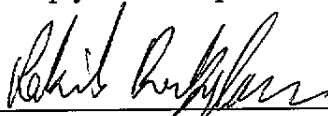


Rabih Boudargham
Incorporator

Dated: 1/19/1998

ACCEPTANCE

The undersigned having been named to accept service of process for the above stated corporation at the place designated in the certificate, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relatives to the proper performance of my duties.



Rabih Boudargham
Registered Agent.

Dated: 1/19/1998