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FROM: EMPIRE CORPORATE KIT COMPANY

CONTACT: RAY STORMONT

PHONE: (305)541-3694

NAME: GLORIA CORPORATION

AUDIT NUMBER..... H98000002992

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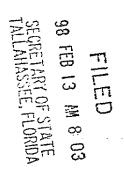
gN 2-13-98



ARTICLES OF INCORPORATION

OF

GLORIA CORPORATION



The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be:

GLORIA CORPORATION

ARTICLE II TERM OF EXISTENCE

The pariod of duration of the corporation is perpetual.

ARTICLE III PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value at One Dollar (\$1.00) per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

Stated Capital. The sum of the par value of all shares

1

This instrument prepared by: Garry C. Faske, Esquire FBN 654620 11900 Biscayne Boulevard, Suite 616 North Miami, Florida 33181 305/892-8972

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of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V REGISTERED AND PRINCIPAL ADDRESS

The initial address in Florida of the initial registered agent is 11900 Biscayne Boulevard, Suite 616, North Miami, Florida 33181 and initial principal office of the corporation is 750 N.E. 63rd Street, Apt. PH-B5, Miami, Florida 33138.

ARTICLE VI BOARD OF DIRECTORS

The initial board of directors shall consist of three members, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

MERMET AYGUN 1000 Island Boulevard Apt. 1910 Miami, Florida 33160

EMINE AYGUN 1000 Island Boulevard Apt. 1910 Mlami, Florida 33160

RECEP ARPA 750 N.E. 63rd Street Apt. PH-B5 Miami, Florida 33138

ARTICLE VII

The name and address of the incorporator is as follows:

GARRY C. FASKE 11900 Biscayne Boulevard Suite 616 North Miami, Florida 33181

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

ARTICLE IX PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOWICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- That <u>GLORIA CORPORATION</u>, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Mlami, State of Florida, has named <u>GARRY C. FASKE, ESOUIRE</u>, located at <u>11900 Biscayne Boulevard, Suite</u> <u>616</u>, City of North Miami, State of Florida, as its agent to accept service of process within Florida.

SECOND -- That having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE

Resident Agent

Date

1998.

SECRETARY OF STATE
TALLAMASSEE, FORDS
GARRY C. FASKE

STATE OF FLORIDA: COUNTY OF DADE :

The foregoing Articles of Incorporation was acknowledged before this _______ day of February, 1998, by Garry C. Faske who is personally known to me or who has produced a _______ as identification and who did take an oath and did voluntarily acknowledge to me that he made and subscribed the above Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 12 day of February, 1998.

NOTARY PUBLIC, STATE OF FLORIDA Commission No.

My commission expires:

This Instrument Prepared By:

Garry C. Faske, Esquire 11900 Biscayne Boulevard Suite 616 North Miami, Florida 33161 305/892-8972 Fla. Bar No. 654620

