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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: GFS INVESTMENTS, INC.
AUDIT NUMBER.....H98000004708
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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**ARTICLES OF INCORPORATION
OF
GFS INVESTMENTS, INC.**

ARTICLE I - NAME

The name of this Corporation is GFS Investments, Inc. The mailing address is 55 Weston Road, Suite 319, Weston, FL. 33326

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of conducting any lawful business for which Corporations may be Incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 55 Weston Road, Suite 319, Weston, FL. 33326. The name of the initial Registered Agent of this Corporation Julie Edelstein.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office 55 Weston Road, Suite 319, Weston, FL. 33326. The name of the principal officer is Julie Edelstein.

Sokol Edelstein Behren, CPA
14001 SW 104th Place
Miami, Florida 33176
305-252-1911

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Julie Edelstein
55 Weston Road, Suite 319
Weston, FL. 33326

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles

Julie Edelstein
55 Weston Road, Suite 319
Weston, FL. 33326

ARTICLE IX

This Corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

The undersigned subscriber has executed these Articles of Incorporation this 10 day of March, 1998.


Julie Edelstein


Sokol Edelstein Behren, CPA
14001 SW 104th Place
Miami, Florida 33176
305-252-1911

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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.


Julie Edelstein
3/10/98
Date

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TALLAHASSEE, FLORIDA

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