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GSM Professional Corporation

Date: March 31, 1998

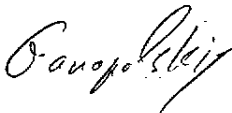
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**Department of State
Corporate Records/Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314**

Dear Secretary of State:

Enclosed find one original and a copy of the Corporate Articles of GSM Professional Corporation. Also find enclosed a money order made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as GSM Professional Corporation is appreciated.

Respectfully



Gennadiy Ganopolskiy, Registered Agent

2221 NE 164 St

Ste 278

N. Miami Beach, FL 33160

FILED
98 APR 28 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-8421

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

GENNADIY GANOPOLSKIY
2221 N.E. 164 STREET
SUITE 278
N. MIAMI BEACH, FL 33160

SUBJECT: GSM PROFESSIONAL CORPORATION
Ref. Number: W98000008421

We have received your document for GSM PROFESSIONAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 598A00020089

GSM Professional Corporation

The undersigned subscribers of these Corporate Articles hereby associate in a corporation under the law of the State of Florida.

Article 1.

The Corporate Name

The corporate name of this corporation is:
GSM Professional Corporation.

Article 2.

Nature of Business

The nature of the corporate business and purposes is any businesses not prohibited by the law of the State of Florida and by the Federal law. In general to carry out any lawful business intendment to promote the corporate image and to enhance the value of its properties. To borrow or raise money for any corporate purpose, securing them at such rates of interest which are favorable to the corporation. To mortgage all or any part of the corporate assets and to create issue, draw, accept and negotiate bonds and mortgage, bills or exchange, promissory notes or other obligations or negotiable instruments.

Article 3.

International Trading Activities

- 3.1. The Corporation engages in international trading activities.
- 3.2. International trading activity shall be conducted in accordance to the laws of the State of Florida, Federal Laws and laws of the countries were Atlantic Value Corporation will conducts its activity.
- 3.3. To conduct international trading activities Atlantic Value Corporation shell open, when necessary, representations, affiliates, etc. in the countries selected for its activity.
- 3.4. The representations, affiliates, etc. are directly subjected to the corporate authority and shell not act independently.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article 4.

Corporate Directors

4.1. The number of Directors of this corporation may increase or diminished as needed according to the laws and upon the approval of the stockholders and shall never be less than 1 (one).

4.2. The Corporate Directors in addition to the power conferred by the laws of the State of Florida, have the power to make, alter, amend and repeal the by-laws, and to apportion any funds of the corporation available for dividends as a reserve for any proper purpose, and to alter or abolish such reserve as needed. The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Corporate Articles in any manner now or thereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein granted subject to this reserve.

4.3. Shareholders are appointed Board of Directors.

4.4. Board of Directors are voting President, Vice-President and other corporate officers.

4.5. All or any commercial, business and other proposals are adopted by the Board of Directors and approved by President.

Article 5.

Amendments

These Corporate Articles may be amended in the manner provided by law by the General Stockholders meeting.

Article 6.

Corporate Life

6.1. The Corporation shall have perpetual existence.

6.2. The existence of Atlantic Value Corporation can be terminated according to the law.

6.3. In case of existence of GSM Professional Corporation all corporate properties have been shared between stockholders.

Article 7.

Number and Value of Corporate Shares

7.1. The number of shares of stock that GSM Professional Corporation is outstanding are 100 (one hundred) common shares.

7.2. The value of each corporate share is 1.00 (one) dollar.

Article 8.**Initial Capital**

The initial capital of this corporation is no less than \$5 000.00 (five thousand) dollars.

Article 9.**Board of Directors**

9.1 The initial number of Officers appointed to the GSM Professional Corporation Board of Directors is ONE.

9.2. They are:

President	Gennadiy Ganopolskiy	2221 N.E. 164 Street Suite 278 North Miami Beach, Florida 33160
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Article 10.**Initial Subscribers**

Names and addresses of the initial subscribers and the number of shares of stock which they have taken:

REMIS LTD	Russia Sankt-Peterburg Rossiyskiy pr., b.14 Suite 1-A	Number of Shares: 60
Vladimir Tolchin	Russia Sankt-Peterburg st. Hasanskaya, b. 8 - 1 Apt. 429	Number of Shares: 20
Gennadiy Ganopolskiy	2221 N.E. 164 Street Suite 278 North Miami Beach, Florida 33160	Number of Shares: 15
Svetlana Ganopolskaya	2221 N.E. 164 Street Suite 278 North Miami Beach, Florida 33160	Number of Shares: 5

Article 11.

Corporate Main Place of Business

11.1. The principal place of business of the corporation is located at:

**2221 N.E. 164 Street
Suite 278
North Miami Beach, Florida 33160**

and the mailing address is the same.

11.2. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and representations in any places within the United States and abroad in foreign countries.

Article 12.

The Registering Agent

12.1 The Registering Agent of this corporation is

Gennadiy Ganopolskiy

12.2. The registering office is located at:

**2221 N.E. 164 Street
Suite 278
North Miami Beach, Florida 33160**

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
20 of April, 1998 I, hereby accept and I am familiar with the duties of being
Registered Agent

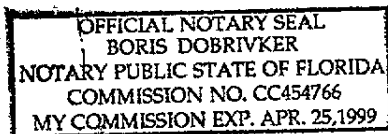
Ganopolskiy
Gennadiy Ganopolskiy, Registered Agent, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:
CITY OF MIAMI)

Sign and sworn before me

WITNESS my hand and official seal at City of Miami, County of Dade,
State of Florida this 20 of April, 1998

Boris Dobrivker
Boris Dobrivker, Notary public - State of Florida



In compliance with section 48,091, Florida Statutes, the following is submitted:
that GSM Professional Corporation desiring to organize or qualify under the laws of
business in the City of Miami, State of Florida, has named Gennadiy Ganopolskiy,
located at: 2221 N.E. 164 Street
 Suite 278
 North Miami Beach, Florida
 33160
phone number (305) 944-4030
as its agent to accept service of process within State of Florida.

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