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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

900002513419--9

-05/06/98--01071--009

****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. G & G AMERICA CORP.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

K. Rolfe MAY 06 1998

RECEIVED
98 MAY -6 AM 11:23
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

G & G AMERICA Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

610 Coral Way, #30, Coral Gables, FL 33134

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

120 Shares no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jose Manuel Gonzalez

610 Coral Way, #30, Coral Gables, FL 33134

FILED
98 MAY -6 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Jose Manuel Gonzalez

610 Coral Way, #30, Coral Gables, FL 33134

ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

Jose Manuel Gonzalez

610 Coral Way, #30, Coral Gables, FL 33134

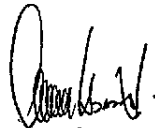
Maria Victoria Mendez

610 Coral Way, #30, Coral Gables, FL 33134

Antonio Gallo

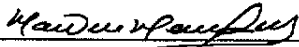
626 Coral Way, #17, Coral Gables, FL 33134

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 06 day of MAY, 1998.



Signature

Jose M. Gonzalez



Signature

Maria V. Mendez

Signature

Antonio Gallo

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: G & G AMERICA Corp.

2. The name and address of the registered agent and office is:

Jose Manuel Gonzalez

(NAME)

610 Coral Way, #30.

(P.O. BOX NOT ACCEPTABLE)

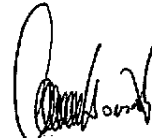
Coral Gables, FL 33134.

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Jose Manuel Gonzalez.

DATE

5/06/98

REGISTERED AGENT FILING FEE: \$35.00