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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: GLOBAL INTERNATIONAL HOLDINGS U.S.A., INC.

AUDIT NUMBER.....H98000009983

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

BM 5/29/98

ARTICLES OF INCORPORATION

OF

GLOBAL INTERNATIONAL HOLDINGS U.S.A., INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is GLOBAL INTERNATIONAL HOLDINGS U.S.A., INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 12615-19 WEST DIXIE HIGHWAY, NORTH MIAMI, FL 33162

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

PREPARED BY: TOOLS FOR CHANGE  
6255 NW AVE.  
MIAMI, FL. 33125  
(305) 751-8934  
STANLEY LEWIS

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue ONE HUNDRED Thousand (100,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

**ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 10901 S.W. 171 STREET, MIAMI, FL 33157, and the registered agent at that office is JEROME LESLIE.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

JEROME LESLIE  
10901 S.W. 171 STREET  
MIAMI, FL 33157

RODNEY SALNAVE  
6700 N.W. 186th STREET, APT. # 208  
MIAMI LAKES, FL 33015

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JEROME LESLIE  
10901 S.W. 171 STREET  
MIAMI, FL 33157

IN WITNESS WHEREOF, I, JEROME LESLIE, the undersigned incorporator, have signed these Articles of Incorporation on this 28 day of May, 1998, and acknowledged the same to be my act.

*Jerome Leslie*  
JEROME LESLIE

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 28 day of May, 1998 by JEROME LESLIE, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: *Geraldine M. Bell*

PRINT: *Geraldine M. Bell*

STATE OF FLORIDA AT LARGE



Geraldine Mable Bell  
My Commission CC577001  
Expires Aug. 18, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That GLOBAL INTERNATIONAL HOLDINGS U.S.A., INC., desiring to organize under the laws of the State of Florida with its principal office at 12615-19 WEST DIXIE HIGHWAY, as indicated in the Articles of Incorporation at City of NORTH MIAMI, County of DADE, State of Florida, has named JEROME LESLIE, at 10901 S.W. 171 STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

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.

BY: *Jerome Leslie*  
JEROME LESLIE  
DATE: *May 28, 1998*

**FILED**  
98 MAY 28 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA