

B R U C E B R A S H E A R
C o u n s e l o r A t L a w

920 N.W. 8th Avenue, Suite A
Gainesville, FL 32601
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P980000 48202
May 26, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/27/98--01031--016
*****122.50 *****122.50

RE: GREEN WILLOW INTERNATIONAL, INC.

Gentlemen:

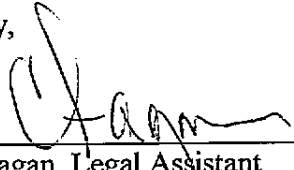
Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,


Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

98 MAY 27 PM 1:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Enclosures

RF
052998

**ARTICLES OF INCORPORATION
OF
GREEN WILLOW INTERNATIONAL CORP.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 27 PM 1:58

Article I

Name. The name of this Corporation is GREEN WILLOW INTERNATIONAL CORP.

Article II

Principal Office. The address of the principal office of the Corporation is 631 N.W. 58th Street, Gainesville, FL 32607.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 631 N.W. 58th Street, Gainesville, FL 32607, and the name of the initial registered agent of this Corporation is Steven E. Martin.

Article VIII

Initial Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Steven E. Martin
631 N.W. 58th Street
Gainesville, FL 32607


Korri M. Kolesa
631 N.W. 58th Street
Gainesville, FL 32607

Caroline Sue Martin
631 N.W. 58th Street
Gainesville, FL 32607

Article IX

Incorporator. The name and address of the person signing these Articles is Steven E. Martin, 631 N.W. 58th Street, Gainesville, FL 32607.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of May, 1998.



STEVEN E. MARTIN
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 19 day of May, 1998, by Steven E. Martin, who is personally known to me or who has produced Florida Driver License M 615 985 77 110 D as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 19 day of May, 1998.



Notary Public

Printed Name
My Commission Expires:

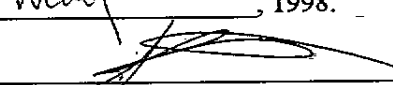


Carrie P. Fagan
MY COMMISSION # CC607298 EXPIRES
January 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **GREEN WILLOW INTERNATIONAL CORP.** which is contained in the foregoing Articles of Incorporation.

DATED this 19 day of May, 1998.



STEVEN E. MARTIN
Registered Agent

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DIVISION OF CORPORATIONS
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