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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: GCL INTERNATIONAL, INC.
AUDIT NUMBER.....H98000012745
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
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**ARTICLES OF INCORPORATION
OF**

GCL INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

GCL INTERNATIONAL, INC.

The address of the principal office of this Corporation shall be: 4165 N.W. 132 Street, Bay "D", Opa-Locka, Florida 33054, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having \$1.00 par value per share.

Prepared by: Law Offices of Irina Nemtsev, P.A.
2020 N.E. 163rd Street, Suite 300
North Miami Beach, FL 33162
(305) 944-9100
FL Bar No.: 0086037

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ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 19232 N.E. 25th Avenue, #221, North Miami Beach, Florida 33180, and the name of the initial registered agent of the Corporation at that address is Eugeni Kazarine.

ARTICLE V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have two [2] directors. The name and street address of the initial directors who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

VLADIMIR UTKIN
Director/President
Secretary

62 Kunaev Street, Apt.12
Almaty, Kazakstan 48000

EUGENI KAZARINE
Treasurer

19232 N.E. 25th Avenue, #221
North Miami Beach, FL 33180

ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. BY-LAWS

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The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation.

ARTICLE IX. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE X. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Irina Nemtsev, Esq.

2020 N.E. 163rd Street
Suite 300
North Miami Beach, FL 33162

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IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set her hand and seal on this 9th day of July, 1998.

Irina Nemtsev
Irina Nemtsev, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation of GCL INTERNATIONAL, INC. was acknowledged before me this 9th day of July, 1998, by Irina Nemtsev, Esq. who is personally known to me.

Evelyn Brenes
NOTARY PUBLIC
My Commission Expires:

OFFICIAL NOTARY SEAL
EVELYN BRENES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC650884
MY COMMISSION EXP. MAY 27 2001

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



EUGENI KAZARINE

Date: July 9, 1998

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