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Edward Conrad Sawyer
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33021

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Florida Bar
#097838
1966

May 19th 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6372
Tallahassee, FL 32314

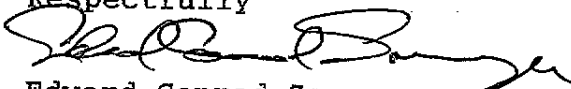
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*****78.75 *****78.75

SUBJECT: "GAIN ENTERPRISES INCORPORATED"

Enclosed is an original and one(1) copy of the articles of incorporation and a check in the amount of \$78.75 to cover cost of filing and certificate.

FROM: Edward Conrad Sawyer, Esq.
1413 N. 58 Ave.
Hollywood Florida 33021
(954) 983-8046

Respectfully


Edward Conrad Sawyer

98 JUL 14 PM 12:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 24 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 23, 1998

EDWARD CONRAD SAWYER, ESQUIRE
1413 N. 58 AVENUE
HOLLYWOOD, FL 33021

SUBJECT: GAIN ENTERPRISES INCORPORATED
Ref. Number: W98000014421

We have received your document for GAIN ENTERPRISES INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 798A00034552

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

"GAIN SOLUTIONS, Inc."

ARTICLE II PRINCIPAL OFFICE

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

9120 Fontainebleau Blvd. #210
Miami, FL 33172
(305) 226-8451

ARTICLE III SHARES

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

TEN SHARES, common stock, no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

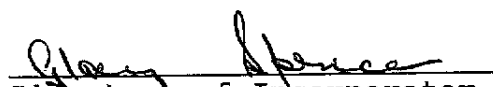
The name and Florida street address of the initial registered agent is:

Edward C. Sawyer, Esq.
1413 N 58 Ave.
Hollywood FL 33021

ARTICLE V INCORPORATOR

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

GLORY SPENCE, R.N. CNOR
9120 Fontainebleau Blvd. #210
Miami Florida, 33172
(305) 226-8451


Signature of Incorporator

7-6-98
date

FILED
98 JUL 14 PM 12:41
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/Registered Agent
Edward C. Sawyer, FL Bar #097838

July 7, 1998
date

FILED
98 JUL 14 PM 12:42
CLERK OF STATE
TALLAHASSEE FLORIDA

E C Sawyer
1413 N 58 Ave.
Hollywood FL 33021
(954) 983-8046