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July 27, 1998

LAW OFFICES OF
RONALD K. ZIMMET
ATTORNEY AT LAW
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DAYTONA BEACH, FLORIDA 32115

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

Telephone (904) 255-6400
Fax (904) 253-8866
E Mail: RZimmet@Counsel.Com

RE: G SQUARED DESIGN, INC..

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****122.50 ****122.50

Dear Sir:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed for your fees for filing, the registration fee and for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me.

Your prompt attention to this matter would be appreciated.

Sincerely yours,



Ronald K. Zimmet

RKZ/ms

Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF

G SQUARED DESIGN, INC.

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DIVISION OF CORPORATIONS
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The undersigned, as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name: The name of this Corporation is G SQUARED DESIGN, INC..

2. Duration: The period of its duration is perpetual.

3. Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. Capital Stock: The corporation is authorized to issue 1,000 shares of common stock, all of one class.

5. Initial Registered Office and Agent: The name and address of the initial registered agent and office and the principal office of this Corporation is as follows:

AARON GEE, 416 NORTH PENINSULA DRIVE, DAYTONA BEACH, FL 32118

6. Initial Board of Directors: This Corporation shall have 2 directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than two (2).

7. The Names and Addresses of the Initial Directors of this Corporation are:

NAMES

ADDRESS

AARON GEE

416 NORTH PENINSULA DRIVE
DAYTONA BEACH, FL 32118

STEPHEN GRAFF

6254 LAFAYETTE WAY
DALLAS, TEXAS 75230

8. Director Conflict of Interest:

(a) No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purposes without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

9. Meetings by Conference Telephone: Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of

conference telephone or similar communications equipment as provided by law.

10. Indemnification: The corporation may be empowered to indemnify any officer, director, or employee, or any former officer or director in the manner set out and provided for in the bylaws of this corporation or any agreement, pursuant to the provisions of section 607.014 of the Fla. Statutes, as amended.

11. Informal Action of Directors: If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. Incorporator: The name and address of the incorporator signing these Articles of Incorporation is:

AARON GEE, 416 NORTH PENINSULA DRIVE, DAYTONA BEACH, FLORIDA
32118

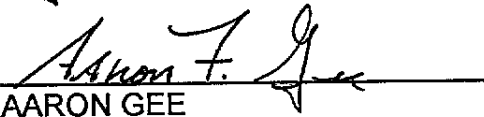
13. Pre-emptive Rights: Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the

corporation within thirty (30) days of receipt of notice from the corporation.

14. Amendment of Articles: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd of ~~JULY~~, 1998.

August


AARON GEE
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


AARON GEE Registered Agent

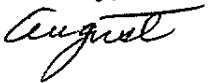
STATE OF FLORIDA

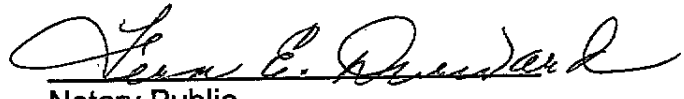
COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared AARON GEE, personally known to me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged to and before me that he/she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this, 3rd day of

~~July~~, 1998.

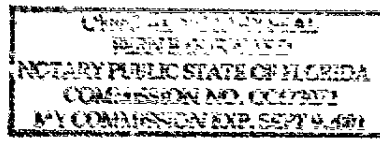




Notary Public

State of Florida

My Commission Expires:



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