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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: GAFBLOOM, INC.

AUDIT NUMBER.....H98000015057

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GAFBLOOM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For the purpose of forming a corporation under Ch.607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE 1

The name of this corporation shall be Gafbloom, Inc., and its principal place of business shall be in South Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE 11

The specific purpose of this corporation is to engage in any lawful business, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-laws.

ARTICLE 111

The total authorized capital stock of this corporation shall be five hundred shares of Common Stock with a par value of \$1.00 (one dollar). All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

Prepared By: Marion Girod-Mason
2300 N.W. 89th Place
Miami, Fl. 33172

ARTICLE XI

Special meetings of shareholders may be called by Certified Mail Return Receipt Requested. Giving five (5) days written notice.

ARTICLE XII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XIV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XV

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLE XVI

POWERS

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VI

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be less than one (1) nor more than six (6).

ARTICLE VII

The names and post office address of the first Board of Directors who hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-laws, are:

E. George Bloomfield
10411 SW 144 Avenue
Miami, Florida 33186

Fay Bloomfield
10411 SW 144 Avenue
Miami, Florida 33186

ARTICLE VIII

The registered address of the principal office of the corporation shall be

10411 SW 144 Avenue
Miami, Florida 33186

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for purposes of furnishing security for its indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

ARTICLE X

Amendments and revisions, including alterations of any provision, of these Articles, and by the By-laws, shall be by shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

BY-LAWS

The power to adopt, alter, or repeal By-Laws shall be vested in the shareholders.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XVIII

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XIX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XXI

NOTICE

Any notice required herein shall be by Certified Mail Return Receipt Requested, or hand delivered to the stockholders at the following address:

10411 SW 144 Avenue
Miami, Florida 33186

ARTICLE XXII

The name and address of the subscriber to these articles is:

E. George Bloomfield
10411 SW 144 Avenue
Miami, Florida 33186

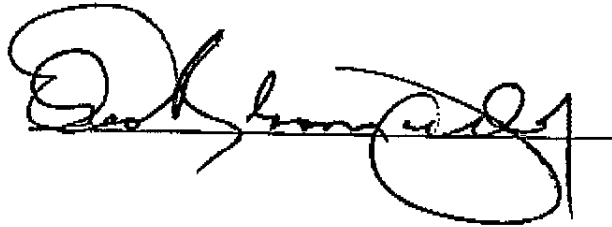
ARTICLE XXIII

The name and address of the resident agent of this corporation is:

E. George Bloomfield
10411 SW 144 Avenue
Miami, Florida 33186

ARTICLE XXIV

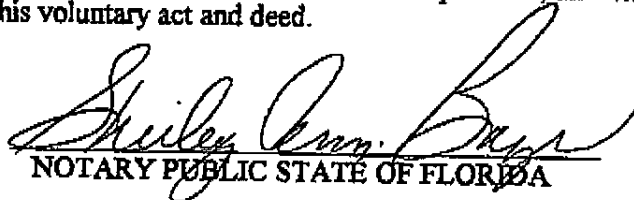
I E. George Bloomfield a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for GAFBLOOM, INC. Hereunto set my hand and seal this 10th day of August, 1998.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
S.S
COUNTY OF MIAMI-DADE)

On this 10th day of AUGUST, 1998, before me, the undersigned, a notary public in and for said county in said state, personally appeared E. George Bloomfield, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same in his voluntary act and deed.


NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

 SHIRLEY ANN BOYER
COMMISSION # CC 654101
EXPIRES AUG 8, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.