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ACCOUNT NO. : 072100000032

REFERENCE : 949158 120053A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 2, 1998

ORDER TIME : 11:28 AM

ORDER NO. : 949158-005

CUSTOMER NO: 120053A

CUSTOMER: David H. Jacoby, Esq
DAVID H. JACOBY, ESQ

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-09/04/98--01008--001
****122.50 ****122.50

The Exchange - Suite 100
1581 Robert J. Conlan Blvd., ne
Palm Bay, FL 32905

DOMESTIC FILING

NAME: GHAWI ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

703
W98-20208

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -2 AM 9:18

RECEIVED
98 SEP 2 PM 12:37
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GHAWI ENTERPRISES, INC.
Ref. Number: W98000020208

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RESUBMIT

Please give original
submission date as file date.

We have received your document for GHAWI ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

Article VIII states there will be two director(s), whereas one is/are listed.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00045388

RECEIVED
98 SEP -9 PM 2:45
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
GHAWI ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -2 AM 9:18

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation in accordance with the laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is GHAWI ENTERPRISES, INC.

ARTICLE II.-NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is any lawful purpose permitted by the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V.-TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI.-ADDRESS

The initial address of the principal office of this corporation is: 2330 North Wickham Road, Melbourne, Florida

32935.

ARTICLE VII.- REGISTERED AGENT

The initial registered agent of this corporation is David H. Jacoby, and the initial registered office is 1581 Robert J. Conlan Blvd. N.E., Suite 100, Palm Bay, Florida 32905.

ARTICLE VIII.- DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders and shall never be less than one (1).

ARTICLE IX.- INITIAL DIRECTOR

The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
AZIZ GHAWI	President/Sec./Treas.	861 S.W. Degroodt Road Palm Bay, FL 32908

ARTICLE X.- SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation and the number of shares he or she agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
AZIZ GHAWI	861 S.W. Degroodt Road Palm Bay, FL 32908	100
ANTOINE HAMMANA	861 S.W. Degroodt Road Palm Bay, FL 32908	100

Said subscribers allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in

Article IV thereof.

ARTICLE XI.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

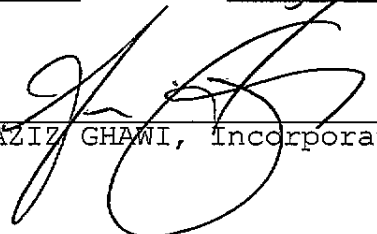
ARTICLE XII.- LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII.- VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 31 day of August, 1998.



AZIZ GHAWI, Incorporator

Acceptance by registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.



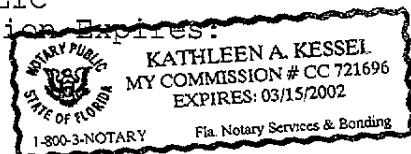
DAVID H. JACOBY, Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared AZIZ GHAWI and DAVID H. JACOBY, to me known to be the persons described as the Incorporator and Registered Agent, respectively, in and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to these Articles of Incorporation in their respective capacities.

Kathleen A. Kessel
NOTARY PUBLIC

My commission Expires:



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