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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

gise, inc.

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ARTICLES OF INCORPORATION OF
GISE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the Corporation shall be: GISE, INC., its
principal place of business of this Corporation shall be:

20359 East Monteverdi Circle
Boca Raton, FL 33498

ARTICLE II.
DURATION

This Corporation shall exist perpetually commencing on
the date these Articles are filed.

ARTICLE III.
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 IV.
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of
\$.01 par value common stock which shall be designated "Common
Stock".

Prepared By:

Donald S. Goldrich, P.A.
3200 N.E. 14th Street
Pompano Beach, FL 33062
(954) 781-1717
FL Bar No.: 103683

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**ARTICLE V.
ADDRESS**

The street address of the initial Registered Office of the Corporation shall be 20359 East Monteverdi Circle, Boca Raton, FL 33498. The name of the initial Registered Agent of the Corporation at that address is: Esig Perlow

**ARTICLE VI.
DIRECTOR**

This Corporation shall have one Director, initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director is:

Esig Perlow
20359 East Monteverdi Circle
Boca Raton, FL 33498

The name and street address of the Incorporator of these Articles of Incorporation is:

Esig Perlow
20359 East Monteverdi Circle
Boca Raton, FL 33498

**ARTICLE VII.
RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

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ARTICLE VIII
BY-LAWS

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The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE IX.
POWERS

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

ARTICLE X.
INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, of any former Officer or Director, to the full extent permitted by law.

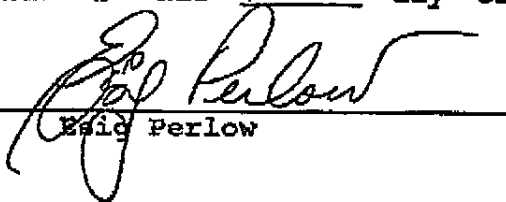
ARTICLE XI.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

The power of the incorporator ceases upon the filing of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of September, 1998.


Eric Perlow

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STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Esig Perlow, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 16th day of September, 1998.



MARY ANN RIZZO
My Commission CC491748
Expires Aug. 27, 1998

Mary Ann Rizzo
NOTARY PUBLIC

MARY ANN RIZZO
TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

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ACCEPTANCE OF REGISTERED AGENT OF GISE, INC.

Having been named to accept service of process for the above-stated Corporation and the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to the keeping open of said office.

Esig Perlow

By: Esig Perlow

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Esig Perlow, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he executed the same and who did take an oath.

WITNESS my hand and seal this 16th day of September, 1998.



MARY ANN RIZZO
My Commission CC491748
Expires Aug. 27, 1999

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MARY ANN RIZZO

TYPED OR PRINTED NAME OF NOTARY PUBLIC

My Commission Expires:

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