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CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: GZM CONSULTING SERVICES, INC.
AUDIT NUMBER.....H98000021237
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ARTICLES OF INCORPORATION
OF
GZM CONSULTING SERVICES, INC.

THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is GZM CONSULTING SERVICES, INC., and its principal place of business is 19373 Cherry Hills Terrace, Boca Raton, Florida 33498.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be 1,000 Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued

Gerald Zensky, CPA
19373 Cherry Hills Terrace
Boca Raton, FL 33498
(561) 451-8512

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from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this Corporation and his address are as follows: Gerald Zensky, 19373 Cherry Hills Terrace, Boca Raton, Florida 33498.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have two (2) Directors. The name and address of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gerald Zensky	19373 Cherry Hills Terrace Boca Raton, Florida 33498
Marjorie Zensky	19373 Cherry Hills Terrace Boca Raton, Florida 33498

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ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows: Gerald Zensky, 19373 Cherry Hills Terrace, Boca Raton, Florida 33498.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and for creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in, or serving as a director of, the Corporation.
2. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
3. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

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IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Broward County, Florida, for the uses and purposes aforesaid this 12 day of November, 1998.

Gerald Zensky
Gerald Zensky
Incorporator

STATE OF FLORIDA)
 : ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of November, 1998, by Gerald Zensky, who is personally known or produced _____ as identification.

NOTARY PUBLIC:

Sign: _____

Print: _____
State of Florida at Large

My Commission Expires:

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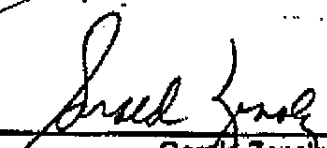
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: GZM CONSULTING SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named Gerald Zensky, 19373 Cherry Hills Terrace, Boca Raton, Florida 33498, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0505 of the Florida Statutes.



Gerald Zensky
Registered Agent

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