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CRYSTAL H. RINER
ADMINISTRATOR

December 28, 1998

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*****122.50 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: GLOBAL TECHNOLOGIES CORPORATION

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50 to cover the filing fee and certified copy.

Thank you for your courtesy and cooperation in this regard.

Sincerely,

Gina M. Schlegel

Gina M. Schlegel
Law Clerk

Enclosures

FILED
99 JAN 11 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 98-29293
R. CHESSEA

DEC 31 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

DONALD W. WEIDNER, P.A.
JAN 7 1999

December 31, 1998

GINA M SCHLEGEL
WEIDNER & WINICKI PA
11265 ALUMNI WAY STE 201
JACKSONVILLE, FL 32246

SUBJECT: GLOBAL TECHNOLOGIES CORPORATION
Ref. Number: W98000029293

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99 JAN 11 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GLOBAL TECHNOLOGIES CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 598A00061131

ARTICLES OF INCORPORATION

OF

GLOBAL TECHNOLOGY AND DEVELOPMENT CORPORATION

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

FILED
99 JAN 11 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

Section 1.1. Name. The name of this corporation is **GLOBAL TECHNOLOGY AND DEVELOPMENT CORPORATION** and the address is **770 Claughton Island Drive, Suite 1413, Miami, Florida 33131**.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purpose

Section 3.1. Purposes. This corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of manufacturing, importing and exporting industrial and technological products.

This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV
Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having a par value of one dollar per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V
Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is **Weidner & Winicki, 11265 Alumni Way, Suite 201, Jacksonville, FL 32246** and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire.**

ARTICLE VI
Directors

Section 6.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws. The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.3. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is **Patrick Jackson, 770 Claughton Island Drive, Suite 1413, Miami, Florida 33131.**

ARTICLE IX

Amendment

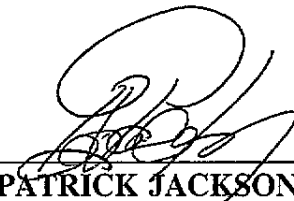
Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at anytime by the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 8 day of January, 1999.



PATRICK JACKSON

STATE OF FLORIDA

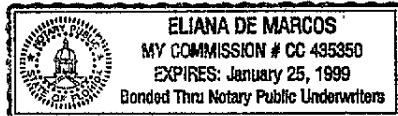
)

) ss:

COUNTY OF DADE

)

8TH The foregoing instrument was acknowledged before me by Patrick Jackson, this
day of January, 1999.



Eliana De Marcos

Notary Public, State of Florida
at Large.

My Commission Expires:

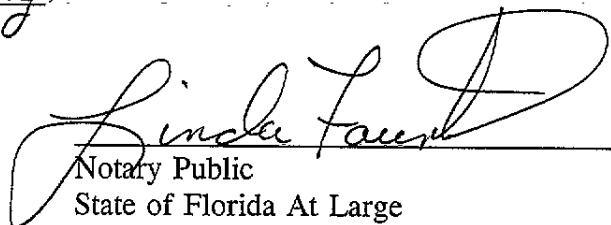
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.



Donald W. Weidner, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

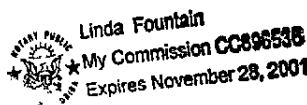
SWORN TO AND SUBSCRIBED before me by Donald W. Weidner, who is personally known to me, this 12th day of January, 1999.



Notary Public
State of Florida At Large

My commission expires:

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99 JAN 11 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA