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Law Offices

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January 6, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: GV Corporation
Our File No.202-N-98

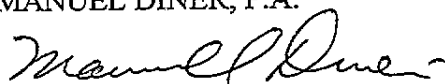
Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the above referenced corporation, together with our check in the sum of \$122.50 representing the filing fee on same.

Should you have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.



Manuel Diner, Esq.

MD/da
Enclosure

secst.let

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 AM 10:00

R. Purinton JAN 14 1999

**ARTICLES OF INCORPORATION
OF
GV CORPORATION**

**ARTICLE I.
NAME AND ADDRESS OF CORPORATION**

*The name of this corporation is: GV Corporation
The Corporation's principal office and mailing address is:
825 Alberca Street
Coral Gables, Fl. 33134*

**ARTICLE II.
NATURE OF CORPORATION BUSINESS**

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

**ARTICLE III.
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV.
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:

*INITIAL REGISTERED AGENT: Manuel Diner
INITIAL REGISTERED OFFICE: 141 N.E. 3rd Avenue, Suite 601
Miami, Florida 33132*

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 AM 10:00

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one.

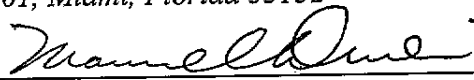
The name and address of the initial Director of the Corporation is:

Victor Camji, 825 Alberca Street, Coral Gables, Florida 33134

INITIAL ARTICLE VII INCORPORATOR

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

Manuel Diner
141 NE 3rd Ave., Suite 601, Miami, Florida 33132



Manuel Diner, INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ day of _____, 1999 by Manuel Diner, who is personally known to me [] or has produced _____ as identification and who did [] did not [] take an oath.

Notary Public, State of Florida

Print Name: _____

My Commission Expires:

c.artgv.wpd