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CHARLES D. MINER, P.A.

Attorney at Law

105 East Robinson Street
Suite 501
Orlando, Florida 32801

FILED

Charles D. Miner
Board Certified in Taxation
Phone: (407) 246-1666
Fax: (407) 839-0577

99 MAR -8 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 4, 1999

EFFECTIVE DATE

3-4-99

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

400002797804--4
-03/08/99-01108--001
*****70.00 *****70.00

Re: Global Acquisitions & Mergers, Inc.
Effective Date: March 4, 1999

Dear Sir or Madam:

Enclosed are the original and a photocopy of the Articles of Incorporation for Global Acquisitions & Mergers, Inc. Also enclosed is a certificate designating the place of business or domicile for service of process within this State and naming an agent upon whom process may be served. Please indicate your approval of the Articles of Incorporation and return them to me.

My client's check in the total amount of \$70.00 is enclosed to cover the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 fee for designation of registered agent.

Very truly yours,



Charles D. Miner

Enclosures

cc: Ms. Delores Kramer (w/o encl.)

P. Hall

MAR 12 1999 ✓

ARTICLES OF INCORPORATION

OF

GLOBAL ACQUISITIONS & MERGERS, INC.

FILED

99 MAR -8 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3-4-99

ARTICLE I - NAME

The name of this corporation is **GLOBAL ACQUISITIONS & MERGERS, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles:

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

400 E. Packwood Avenue
Maitland, Florida 32751

The name of the initial registered agent of this corporation at that address shall be:

DELORES R. KRAMER

The street address of the corporate offices shall be:

400 E. Packwood Avenue
Maitland, Florida 32751

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
DELORES R. KRAMER	400 E. Packwood Avenue Maitland, Florida 32751	President/ Secretary/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
DELORES R. KRAMER	400 E. Packwood Avenue Maitland, Florida 32751

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting her to exercise her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 1999.

Delores R. Kramer
DELORES R. KRAMER

STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME the undersigned authority, personally appeared DELORES R. KRAMER, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: FLA DRIVERS LICENSE. She ~~(did)~~ (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of March, 1999.



Notary Public

My Commission Expires:



Charles D. Miner
Commission # CC 781674
Expires NOV. 4, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

99 MAR -8 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **GLOBAL ACQUISITIONS & MERGERS, INC.**
2. The name and address of the registered agent and office is:

DELORES R. KRAMER
400 E. Packwood Avenue
Maitland, Florida 32751

Date: March 4, 1999

Delores R. Kramer
DELORES R. KRAMER, President

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: March 4, 1999

Delores R. Kramer
DELORES R. KRAMER, Registered Agent