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DAN APPEL
EXEC. CONSULTANT

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From: DAN APPEL

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ARTICLES OF INCORPORATION
OF
GAMBIT ASSOCIATES, CORP.

ARTICLE I -NAME & PRINCIPAL ADDRESS

THE NAME OF THIS CORPORATION IS GAMBIT ASSOCIATES, CORP. AND ITS
PRINCIPAL PLACE OF BUSINESS IS 7924 BRIDLINGTON DR. BOYNTON BEACH FL
33437
MAILING ADDRESS IS P.O. BOX 9021 FT. LAUDERDALE FL 33310

ARTICLE II- DURATION

THIS CORPORATION SHALL HAVE PERETUAL EXISTENCE COMMENCING ON THE
DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

ARTICLE III-PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSED OF TRANSACTING ANY
AND ALL-LAWFUL BUSINESS (BY FLORIDA LAW.).

ARTICLE VI- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000.00)
SHARES OF ONE DOLLARS (\$1.00) PAR VALUE COMON STOCK.

ARTICLE V- VOTING RIGHTS

EXCEPT AS OTHERWISE PROVIDED BY LAW THE ENTIRE VOTING POWER
FOR THE ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE
VASTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING COMMON
SHARES.

ARTICLE VI – PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS
CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE
ALREADY HOLDS SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE
THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL
SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII- INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS MADELEINE BANIA AND THE INITIAL REGISTERED AGENT AT THIS ADDRESS IS 7924 BRIDLINGTON DR BOYNTON BEACH FL 33437, AND HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FUTHER AGREE TO COMPLY WITH THE PROVISIONSS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGN Madeleine Bania DATE 3/8/99
(AGENT)

ARTICLES VIII- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAW, BUT SHALL NEVER BE LESS THAN ONE (1). THE AND ADRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE AS FELLOW.

MADELEINE BANIA
7924 BRIDLINGTON DR.
BOYNON BEACH, FL 33437

SIGN Madeleine Bania DATE 3/8/99
DIR.

ARTICLE IX – INCORPORATORS

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

D.STEVEN APPEL
10344 NW 48 CT.
CORAL SPRINGS FL 33076

SIGN D Steven Appel DATE 3/8/99

PAGE 3

ARTICLE X - ADMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE XI - INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR OR ANY FORMER OFFICER OR DIRECTOR, TO FULLEST EXTENT PERMITTED BY LAW EITHER NOW EXISTING OR HEREAFTER ENACTED.

SIGN Madeleine Bania
(DIRECTOR)

DATE 3/8/99

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