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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.
(Requestor's Name)

3320 S.W. 87th AVENUE
(Address)

MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-06/17/99--01067--024
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GAMLEY INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
 99 JUN 17 AM 11:11
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

RECEIVED
 99 JUN 17 AM 11:38
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

6/17

Examiner's Initials

ARTICLES OF INCORPORATION

OF

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT HEREB ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

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ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE.

GAMLLEY INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

14354 SW 107 TERR MIAMI, FL 33186.

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OF ALL LAWFUL ACTIVITIES BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES THE STATE OF FLORIDA OR ANY OTHER STATE COUNTRY TERRITORY OR NATION

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THATR THIS CORPORAATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS

1000 SHARES OF ONE DOLLAR \$1.00 PAR VALUE COMMON STOCK.

ARTICLE IV TERM OF EXISTENCE.

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS OF THE INITIAL OFFICER(S) AND DIRECTORS IF ANY WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION(S) EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS (ARE) ELECTED. IS (ARE):

AILYN ARANDA

PRESIDENT

ARTICLE VI INCORPORATOR (S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THIS ARTICLE OF INCORPORATION IS (ARE)

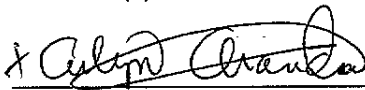
AILYN ARANDA

PRESIDENT

14354 SW 107 TERR MIAMI, FL 33186.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 7 DAY OF JUNE 1999.

SIGNATURE(S) OF INCORPORATOR(S)



**CERTIFICATE DESIGNATING
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO PROVISIONS OF SECTION 607.325 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

GAMLLEY INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS :

HECTOR VAZQUEZ 1800 W. 49 STREET SUITE 213 MIAMI, FL 33012

(P.O. BOX NOT ACCEPTABLE)

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TALLAHASSEE FLORIDA

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SIGNATURE


CORPORATE OFFICER

JUNE 7, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTIONS 607.325 FLORIDA STATUTES.

SIGNATURE


REGISTERED AGENT
JUNE 7, 1999