

PAUL N. CONTESSA, P. A.

ATTORNEY AT LAW AND CERTIFIED PUBLIC ACCOUNTANT

June 22, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314
Group
Re: G.S.D., INC.

300002921173--4
-07/01/99-01068-010
*****78.75 *****78.75

To whom it may concern:

In reference to the above corporation, please find an original and one copy of the Articles of Incorporation which have been signed and notarized. I have also included a check for ~~\$122.50~~ to cover the cost of filing fees associated with the above corporation.
\$78.50.

Please establish the above corporation and return the certified copy to me at:

Paul N. Contessa, P.A.
Coral Reef Plaza
15321 South Dixie Highway
Suite 207
Miami, Florida 33157-1814

If you have any questions, please call me at your earliest convenience.

Thank you for your assistance.

Very truly yours,

PAUL N. CONTESSA
PNC:lc
Encs.

7/1/99
mm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 28 PM 2:19

FILED

ARTICLES OF INCORPORATION
OF

G.S.D. GROUP, INC.

99 JUN 28 PM 2:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME: The name of this corporation is: G.S.D. GROUP, INC.
ADDRESS: The address of this corporation is: 13255 S.W. 137
Avenue, #209, Miami, Fl. 33186

ARTICLE II

DURATION: This corporation is to have perpetual existence.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes:

1. To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith and, with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, heritaments or any interests therein and to improve the property of the corporation and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements, and hereditaments or other property of the corporation; to make, enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds with builders, property owners and others.

2. To purchase for investment or resale and to traffic in land and houses and other property of any tenure and interest therein and to create, sell, and deal in freehold and leasehold ground rents and to make advances upon the security of land or houses or other property or any interest therein and, generally, to deal in traffic by way of sale, lease, exchange, or otherwise with land and house property and any other property, whether real or personal.

3. Directly and/or through ownership of stock in any corporation, to purchase, lease, hire, or otherwise acquire; to hold, own, exchange, improve, alter, lease, sell, convey or otherwise dispose of real estate, either improved or unimproved, and any interest or right therein, in or out of this state and in any other place or places in the several states and territories of the United States, the District of Columbia, colonial possessions or territorial acquisitions of the United States and in foreign countries as shall be found necessary and convenient from time to time for the lawful purposes of the corporation.

4. To erect, construct, maintain, improve, rebuild and enlarge, alter, manage or control directly and/or through the ownership of stock in any corporation any and all kinds of buildings, houses, hotels, stores, offices, wharves, piers, mills, shops, factories, and any and all other structures which may at any time be necessary, useful or advantageous for the purposes of the corporation.

5. To borrow money and contract debts, when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happenings of a specified event or events, whether acquired by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or for any other lawful objects.

6. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations of this state or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

7. To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholder quorum or vote.

8. To purchase or otherwise acquire, directly and/or through ownership of stock in any corporation and any part of the business, goodwill, rights, property, and assets or of any individual and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold in any manner, dispose of the whole or any part of the property so purchased or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the said Acts of the Legislature of the State of Florida, 1925, and any acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the management of such business.

9. To enter into general partnerships, limited partnerships (whether the corporation be limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the corporation would have the power to do so alone.

Without in any manner limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation is hereby empowered to transact any and all lawful business for which such corporation may be incorporated and conferred by the laws of Florida upon corporations formed under appropriate Florida Statutes.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of ONE DOLLAR (\$1.00) PAR VALUE common stock, and of one class.

ARTICLE V

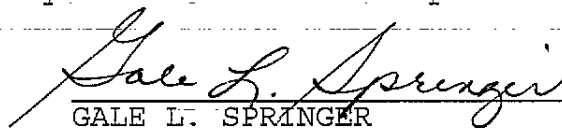
PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial principal office and registered office of this corporation is: 13255 S.W. 137 Avenue, #209, Miami, FL. 33186 and the initial registered agent of this corporation at that address is: GALE L. SPRINGER.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

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


GALE L. SPRINGER
REGISTERED AGENT

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have THREE (3) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than ONE (1). The name and address of the initial director(s) shall be:

GALE L. SPRINGER
13255 S.W. 137 AVENUE, #209
MIAMI, FL. 33186

SERGIO A. CACERES
13255 S.W. 137 AVENUE, #209
MIAMI, FL. 33186

DANIEL MCCLINTOCK
13255 S.W. 137 AVENUE, #209
MIAMI, FL. 33186

ARTICLE VIII

INCORPORATOR: The name and address of the person(s) signing these Articles is/are: GALE L. SPRINGER, 13255 S.W. 137 AVENUE, #209, MIAMI, FL. 33186.

ARTICLE IX

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

ARTICLE X

SHAREHOLDER QUOREM AND VOTING: Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorem at a meeting of the shareholders. If a quorem is present, the affirmative vote of Fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

POWERS: This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in regular or special meeting of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent as provided by law.

ARTICLE XIV

INDEMNIFICATION: The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XV

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 subscribed has executed these Articles of Incorporation this 21st day of June, 1999.


GALE L. SPRINGER, SUBSCRIBER

STATE OF FLORIDA: --)

) ss:

COUNTY OF DADE: --)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, GALE L. SPRINGER who is personally known to me or who has produced FDL as identification and to be the person described in and who executed the foregoing Articles of Incorporation, and who, being by me first duly sworn on oath, deposes and states and does acknowledge before me, that the said Articles are the act and deed of the signer respectively and respectfully, and the facts and matters therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of JUNE 1999.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:

PRINTED NAME OF NOTARY:



Lisa I Contessa

My Commission CC841211

Expires May 31, 2003