

OFFICE USE ONLY (Document #)

HAZARUS 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

100002925071--8

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*****78.75 *****78.75

OFFICE USE ONLY

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

1. GIPSY INTERNATIONAL CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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 |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 7, 1999

LAZARUS

MIAMI, FL

SUBJECT: GIPSY INTERNATIONAL CORP.,
Ref. Number: W99000015614

We have received your document for GIPSY INTERNATIONAL CORP.,. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 099A00035218

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL -9 AM 11:24

RECEIVED

FILED

99 JUL -9 PM 2:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

GIPSY INTERNATIONAL CORP.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges, rights and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

GIPSY INTERNATIONAL CORP.

hereinafter referred to as the Corporation.

ARTICLE II

The general character or nature of the business to be transacted by the Corporation is to engage in any activity of business permitted under the Laws of the State of Florida and of the United States.

ARTICLE III

The Maximum number of shares of capital stock that this Corporation is authorized to have issued and outstanding at any one time is 500 shares of common stock, each share having a par value of One Dollar.

Authorized capital stock may be paid for in cash, property, labor, and/or services.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The initial street address of the principal office of this Corporation is to be:

6067 N.W. 167 Street Suite B-7

Miami, FL 33015

ARTICLE VI

This Corporation shall have not less than one Director. The number of directors may be increased or diminished from time to time pursuant to the by-laws of the -

Corporation.

ARTICLE VII

The name and post office address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are duly elected and qualified is:

David Cohen
6065 N.W. 167 Street
Miami, FL 33015

Cynthia Cohen
6065 N.W. 167 Street
Miami, FL 33015

David Zrihen
6065 N.W. 167 Street
Miami, FL 33015

Miguel Winkler
6065 N.W. 167 Street
Miami, FL 33015

Isaac Cohen
6065 N.W. 167 Street
Miami, FL 33015

ARTICLE VIII

The names and post office address of each subscriber and the number of shares of stock to which each subscribes to are:

David Cohen
6065 N.W. 167 Street
Miami, FL 33015
100 Shares

Cynthia Cohen
6065 N.W. 167 Street
Miami, FL 33015
50 Shares

David Zrihen
6065 N.W. 167 Street
Miami, FL 33015
125 Shares

Miguel Winkler
6065 N.W. 167 Street
Miami, FL 33015
125 Shares

Isaac Cohen
6065 N.W. 167 Street
Miami, Fl 33015
100 Shares

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99 JUL -9 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IX

This Corporation shall have perpetual existence.

ARTICLE X

The name and the post office address of the initial Resident Agent, as required by Florida Statute shall be:

Joseph H. Huppert
11440 N. Kendall Drive Suite 201
Miami, FL 33176

Having been named as Resident Agent on whom process may be served, for the above stated Corporation, at the place designated herein, I hereby accept said appointment as Resident Agent.

BY Joseph H. Huppert
Resident Agent

ARTICLE XI


Stockholders of this Corporation may enter into such Stockholder's and Trustee Agreements as they may see fit, wherein and whereby such Stockholders may limit their

voting rights by virtue of such Stockholder's and Trustee Agreements.

ARTICLE XII

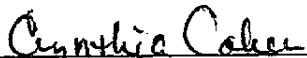
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders and approved at a Stockholders meeting by a majority of the vote of the stock entitled to vote thereon.

IN WITNESS HEREOF, I have hereunto set my hand and seal and acknowledged to be filed in the Office of the Secretary of State, of the State of Florida, the foregoing Articles of Incorporation, this thirtieth day of June, 1999.


Cynthia Cohen

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments in the State and County named above, personally appeared before me,


to me known to be the person described as subscriber who executed the foregoing Articles of Incorporation acknowledged before me that he did subscribe to these Articles of Incorporation.

FILED
99 JUL -9 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

My Commission Expires:


Notary Public



Deborah Huppert
My Commission CC:
Expires July 1, 2003



Deborah Huppert
My Commission CC845798
Expires July 1, 2003