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Florida Department of State
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To:
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Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.
GLOBAL CONNECTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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B. McKnight JUL 27 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 26, 1999

EMPIRE

SUBJECT: GLOBAL CONNECTION, INC.
REF: W99000017090

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The complete document was not received. Please refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS GLOBAL CONNECTIONS, INC. DOC #P93000065109.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: 899000018241
Letter Number: 399A00037909

*As per your request, this will confirm that
* the client is aware that a conflict may exist
with Global Connect, Inc. and Global Connections, Inc.
but will go ahead with the filing of Global Connect, Inc.*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314 *TH BOW*
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ARTICLES OF INCORPORATION OF GLOBAL CONNECT, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I

IDENTIFICATION

The name and mailing address of the corporation:

Global Connect, Inc.
2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

1. The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1,000) share of common stock, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. The par value shall be One Dollar \$1.00 dollar per share.

2. ONE THOUSAND shares of common stock of the corporation shall be issued for cash, property, or past services actually rendered.

This instrument prepared by: Margarita Bouza, Esq., 2151 South LeJeune Road, Suite 310, Coral Gables, Florida 33134, Phone: (305) 444-5207, Florida Bar No.: 813745

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3. The sum of the par value of the shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

4. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.

5. The shares of the corporation are not to be divided into classes.

6. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT


The address of the initial registered office of the corporation is:

2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134

and the name of the initial registered agent at such address is:

Margarita Bouza, Esq.

I, Margarita Bouza, hereby accept the designation of Registered Agent of the Corporation.


Margarita Bouza, Esq.

ARTICLE VI

BOARD OF DIRECTORS

1. The initial Board of Directors shall consist of two (2) Directors who need not be residents of this State or Shareholders of the Corporation.

2. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

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ARTICLE VII
INCORPORATOR

The name and address of the Incorporator and the Directors are as follows:

Pedro J. Bouza (Incorporator/Director)
2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134

Edwin Aguilera (Director)
2151 South LeJeune Road
Suite 310
Coral Gables, Florida 33134

ARTICLE VIII
PREEMPTIVE RIGHTS

1. Shareholders of the corporation shall have preemptive rights to acquire their pro-rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash other property, services, the acquisition of another corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLES IX
ADDITIONAL PROVISIONS

The additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

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2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding and office in this corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.
4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, though the purchase of insurance.
5. The majority vote of the shareholders of the corporation shall be required of any shareholder action.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Dade County, Miami, Florida, for the uses and purposes aforesaid this 23rd day of July, 1999.

Pedro J. Bouza
Pedro J. Bouza

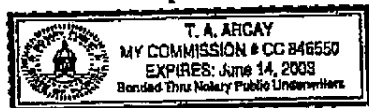
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared PEDRO J. BOUZA, who is known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation and he(she) has freely and voluntarily acknowledged before me according to law that he(she) made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, on this 23rd day of July, 1999.

T. A. Arcay
Notary Public, State of Florida

My Commission Expires:



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