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WALTER B. LEBOWITZ  
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Member of California Bar Only

October 23, 1999

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

400003025804--4  
-10/27/99--01031--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: **GERARD INTERNATIONAL, CORP.**

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE.

If it is not or if you have any question regarding the above, please call me at (305) 983-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,

  
Walter B. Lebowitz

C:COV CORP Jerry

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF  
**GERARD INTERNATIONAL, CORP.**

ARTICLE I - NAME

The name of this Corporation is: **GERARD INTERNATIONAL CORP.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything in the IMPORT AND EXPORT BUSINESS AND/OR THE DEVELOPMENT AND MARKETING OF NEW PRODUCTS AND INVENTIONS.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 10245 Collins Ave., Suite 14C, Bal Harbour, Fl 33154, and the name of the initial registered agent of this corporation at that address is, GERARD ROTHBART.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws.

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The names and addresses of the initial Board of Directors of this corporation is/are:

NAME	ADDRESS
GERARD ROTHBART,	10245 Collins Ave., # 14C, Bal Harbour, Fl 33154.
President/Director	

#### ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles are:

NAME	ADDRESS
GERARD ROTHBART,	10245 Collins Ave., # 14C, Bal Harbour, Fl 33154.

#### ARTICLE VIII - INDEMNIFICATION

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

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation this 22, day of OCT. 1999.

  
Subscriber, GERARD ROTHBART

\_\_\_\_\_  
Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

I, GERARD ROTHBART, HAVING A BUSINESS OFFICE at 10245 Collins Ave., Suite 14C, Bal Harbour, Fl 33154, and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the above stated Corporation at my business address, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes. I further agree to comply with the provisions of said Statutes relating to the proper and complete performance of my duties as registered agent.

  
GERARD ROTHBART

Date: OCT 22, 1999

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