

P99000103859

Sender's Name ANDREW RACHEN Phone 954 517-5709
Company GDL HOLDINGS, LLC
Address 505 N. PARK AVE #212
City WINTER PARK State FL ZIP 32789

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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NEW FILINGS

- Profit
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 Limited Liability
 Domestication
 Other

AMENDMENTS

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***150.00 ***125.00

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials *[Signature]*

**ARTICLES OF INCORPORATION
OF
GLOBAL DIRECT LINK, INC.**

The undersigned, acting as Incorporator of GLOBAL DIRECT LINK, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: GLOBAL DIRECT LINK, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

505 N. Park Ave
Suite 212
Winter Park, FL 32789

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on and as of November 18, 1999.

ARTICLE IV. PUROPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is One Hundred Thousand (100,000) shares of Common Stock with a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

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ARTICLE VI. PREEMPTIVE RIGHTS

In the event of a n increase in the authorized common stock or the sale of such additional common stock by the Corporation, the holders of the common stock of the Corporation, at that time, shall have the exclusive right to subscribe or purchase in proportion to their holdings of common stock so to be issued (as nearly as may be done without issuance of fractional shares). The preemptive rights shall be exercisable only upon such conditions as are prescribed by the board of directors. The shareholder shall be required to purchase the shares at the current value at the time of the purchase.

ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the registered agent are:

Andrew J. Rachlin
505 N. Park Ave.
Suite 212
Winter Park, FL 32789

This Corporation may change its registered agent from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have the number of directors as determined and elected in accordance with the bylaws. The numbers of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE IX. INCORPORATOR

The name and address of the Incorporator are:

Andrew J. Rachlin
505 N. Park Ave.
Suite 212
Winter Park, FL 32789

The Incorporator of the corporation assigns to this corporation his rights under Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as Incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

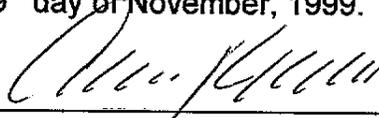
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

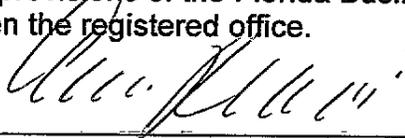
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of November, 1999.



Andrew J. Rachlin, Incorporator

REGISTERED AGENT CERTIFICATION

Having been named to accept service of process for this Corporation named above, at the place designated in this document, Andrew J. Rachlin agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.



Andrew J. Rachlin, Registered Agent