

ACCOUNTING COMPANY SHEET
P0000020411

ACCOUNT NUMBER: FCA000000005

REFERENCE: 40 19858-4
(Sub Account)

DATE: 2-28

REQUESTOR NAME: LEXIS

ADDRESS: _____

4000003149524-1

TELEPHONE: () () ext ()

CONTACT NAME: _____

CORPORATION NAME: Global Strategic Partners, Inc.

DOCUMENT NUMBER: _____
(if applicable)

AUTHORIZATION: C. Woodyard

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

FILED
00 FEB 28 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Call When Ready () Call if Problem () After 4:30
- Walk In () Will Wait () Pick Up
- Mail Out

RECEIVED
00 FEB 28 PM 12:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH FEB 28 2000

ARTICLES OF INCORPORATION
OF
GLOBAL STRATEGIC PARTNERS, INC.

THE UNDERSIGNED, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 607, Title 36 of the Florida Statutes and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Florida Business Corporations Act"), hereby certifies that:

1. The name of the corporation (hereinafter referred to as the "Corporation") is GLOBAL STRATEGIC PARTNERS, INC.

2. (a) The number of shares of stock which the Corporation shall have authority to issue is Eight-Five Million (85,000,000), consisting of Fifty Million (50,000,000) shares of Common Stock, without par value, and Thirty-Five Million (35,000,000) shares of Preferred Stock, without par value.

(b) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, pursuant to Section 607.0601 of the Florida Business Corporations Act, to provide for the issuance of shares of Preferred Stock in series and, by filing articles of amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualifications, restrictions and limitations thereto. The authority of the Board of Directors with respect to the shares of Preferred Stock shall include, but shall not be limited to, a determination of the following:

- (1) The designation of the series of Preferred Stock, if any, which may be made by distinguishing number, letter or title.
- (2) The number of shares of each series of Preferred Stock, if any, which number the Board of Directors may increase or decrease from time to time, so long as that number remains above the total number of shares outstanding.
- (3) The dates on which dividends, if any, shall be payable.
- (4) The amounts payable to and the preferences, if any, for holders of Preferred Stock in the event of any voluntary or involuntary dissolution, liquidation and winding up.

- (5) Whether the holders of Preferred Stock possess special, conditional or limited voting rights.
- (6) Whether the Preferred Stock is redeemable or convertible in a specified manner and for a specified price. The redemption or conversion of Preferred Stock may be made for cash, indebtedness, securities or other property, for a designated amount determined in accordance with a designated formula or by reference to extrinsic data and independent events.

(c) The Common Stock shall be subject to the express terms of the Preferred Stock or any series thereof, and each share of Common Stock shall be equal to each other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each such share.

Except as may be provided in this Articles of Incorporation, or as may be required by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes, and holders of Preferred Stock shall not be entitled to receive notice of any meeting of stockholders at which they are not entitled to vote.

3. The registered office of the Corporation is to be located at 3953 WW Kelley Road, Tallahassee, Florida 32301. The name of its registered agent at that address is Lexis Document Services, Inc.

4. The name and mailing address of the sole incorporator is as follows:


Todd D. Snyder
Dyer Ellis & Joseph, P.C.
600 New Hampshire Avenue, N.W.
Suite 1100
Washington, D.C. 20037

5. The complete address of the Corporation's principal office is as follows: 2444 HWY. 34 N. STE.- 2, MANASQUAN, NJ. 08736

6. The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporations Act, as the same may hereafter be amended or supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

7. From time to time, any of the provisions of this Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the Corporation by this Articles of Incorporation are granted subject to the provisions of this Paragraph 7.

IN WITNESS WHEREOF, the undersigned does hereby execute this Articles of Incorporation, and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.

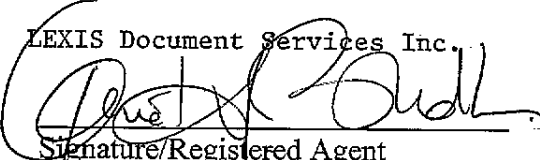


Todd D. Snyder
Incorporator

02/24/00

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

LEXIS Document Services Inc.


Signature/Registered Agent
Janet M. Budhu, Assistant Secretary

February 25, 2000

Date

FILED
00 FEB 28 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA