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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN -7 AM 8:46

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FLORIDA PROFIT CORPORATION OR P.A.

GATEHEAD INVESTMENT CORP.

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ARTICLES OF INCORPORATION
OF
GATEHEAD INVESTMENT CORP.

00 JAN -7 AM 8:46
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TALLAHASSEE, FLORIDA

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The undersigned acting as an Incorporator of GATEHEAD INVESTMENT CORP., under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be GATEHEAD INVESTMENT CORP.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2701 N.E. 42nd Street, Suite C6, Lighthouse Point, Florida 33064.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The existence of this corporation will commence on UPON FILING of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the corporation is 28 West Flagler Street, Suite 505, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is PAUL R. SASSO, ESQUIRE.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial member of the board of directors is:

**JAMES I. McCARTNEY
2701 N.E. 42nd Street, Suite C6
Lighthouse Point, Florida 33064**

ARTICLE IX - 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.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 5th day of January, 1997 ~~1997~~ 2000


JAMES I. McCARTNEY

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, JAMES I. McCARTNEY, known to me or who produced a _____ as a form of identification, who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation and that the contents therein are known to be true to the best of his knowledge and belief.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
State and County aforesaid this 7 day of Jan 2000.

Maria T. Perez
NOTARY PUBLIC, State of Florida at Large



MARIA T. PEREZ
COMMISSION # CC 638345
EXPIRES APR 13, 2001
BONDED THRU
ATLANTIC BONDING CO., INC

MARIA T. PEREZ
PRINT NAME

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GATEHEAD INVESTMENT CORP.
2. The name and address of the registered agent and office is:

PAUL R. SASSO, ESQUIRE
28 West Flagler Street, Suite 505
Miami, Florida 33130

SIGNATURE

Paul R. Sassio

TITLE

DIRECTOR

DATE

1/5/00

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE

Paul R. Sassio
PAUL R. SASSO

DATE

1-7-00