

LAW OFFICES
LUBIN & GLAZER
6917 COLLINS AVENUE
MIAMI BEACH, FLORIDA 33141

SETH D. LUBIN
ERIC L. GLAZER
DONALD J. GLAZER
OF COUNSEL

TELEPHONE
(305) 866-7272
FACSIMILE
(305) 865-9875

P95000010732

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Date: February 1, 1995

30001398873
-02/07/95--01032--010
****122.50 ****122.50

RE: GAGE Corp.

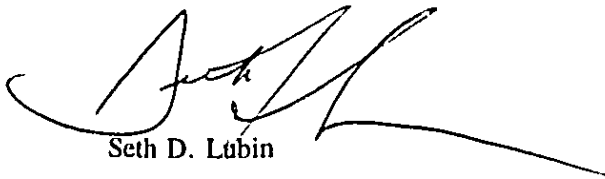
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above referenced name. Also enclosed is a check in the sum of \$122.50 to cover your filing fee and cost of certified copy.

Kindly forward the certified copy to this office at your earliest convenience.

Thank you for your kind attention.

Very truly yours,


Seth D. Lubin

SDL/jem

FILED
1995 FEB -6 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000010732
2/10/95
P95-10732

ARTICLES OF INCORPORATION
OF
GAGE Corp.


FILED
995 FEB - 6 PM 3 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLE I.** The name of this corporation is GAGE Corp., operating at 6917 Collins Avenue, Suite 1611, Miami Beach, FL 33141.
- ARTICLE II.** This corporation shall have perpetual existence, unless sooner dissolved according to law.
- ARTICLE III.** This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.
- ARTICLE IV.** This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.
- ARTICLE V.** The street address of the initial registered office of this corporation is: 6917 Collins Avenue, Suite 1611, Miami Beach, FL 33141, and the name of the initial registered agent of this corporation at that address is Seth D. Lubin, Esquire.
- ARTICLE VI.** This Corporation shall have 2 Director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The names and addresses of the initial director of this Corporation is: Alan Goldstein and Eric Glazer, 6917 Collins Avenue, Suite 1611, Miami Beach, FL 33141.
- ARTICLE VII.** The name and street address of the person signing these Articles of Incorporation is: Seth D. Lubin, 6917 Collins Avenue, Suite 1611 Miami Beach, FL 33141 .
- ARTICLE VIII.** The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.
- ARTICLE IX.** This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE X.** This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- ARTICLE XI.** These Articles of Incorporation may be amended in the manner provided

by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote on said issue, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on February 1, 1995.

I AM HEREBY familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

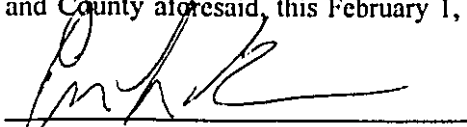

Seth Lubin
Subscriber and Registered Agent

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1995 FEB - 6 PM 3:36
STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Seth D. Lubin, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation on February 1, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this February 1, 1995.


Notary Public at Large Eric L. Glazer
State of Florida

My commission expires:



ERIC L. GLAZER
My Commission CC419226
Expires Nov. 07 1998
Bonded by HAI
800-422-1555

P95000010732

- Glazer
- 2401 E. Country Club Dr # 2700
- Aventura, FL 33180

OFFICE USE ONLY

500001418675
-03/01/95--01087--003
*****35.00 *****35.00

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

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
1995 MAR - 1 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials LFJ

3-8-95

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
1995 MAR -1 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAGE Corp.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Delete Article I.

New Article I: The name of this corporation is GAGE Corporation, operating at 20191 East Country Club Drive, #2209, Aventura, FL 33180.

Delete Article V.

New Article V: The street address of the principal office of this corporation is: 20191 East Country Club Drive, #2209, Aventura, FL 33180, and the name of the initial registered agent of this corporation is Seth D. Lubin, Esquire, 6917 Collins Avenue, Miami Beach, FL 33141.

Delete Article VI.

New Article VI: This corporation shall have 2 Director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The names and addresses of the initial director(s) of this Corporation are: Alan T. Goldstein, 7836A Lexington Club Boulevard, Delray Beach, FL 33446, and Eric L. Glazer, 20191 East Country Club Drive, #2209, Aventura, FL 33180.

These amendments are to be effective immediately upon filing.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: February 24, 1995.

FOURTH: Adoption of Amendment(s) (check one)

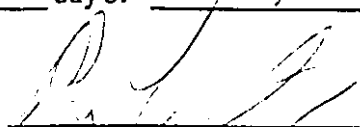
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____.
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th day of February, 1995.

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Eric L. Glazer

Typed or printed name

Vice-President, Treasurer, Director, Shareholder

Title

P95000010732

LAW OFFICES
LUBIN & GLAZER
6917 COLLINS AVENUE
MIAMI BEACH FLORIDA 33141

SEARCHED INDEXED
SERIALIZED FILED
NOV 14 1995
FBI - MIAMI

OFFICE USE ONLY

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRET
DIVISION OF CORPORATIONS
95 NOV -8 PM 12:59

SH NOV 14 1995

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GAGE Corporation

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Delete Article 1.

New Article I: The name of this corporation is GAGE Corporation, operating at 7836A Lexington Club Boulevard, Delray Beach, FL 33446.

These amendments are to be effective immediately upon filing.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

95 NOV -9 FILED: 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: October 17, 1995

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of October, 1995

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Alar T. Goldstein

Typed or printed name

President, Secretary, Director, Shareholder

Title

55 NOV -8 PM 12:59