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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: G & S REALTY ADVISORS, CORP.

AUDIT NUMBER.....H96000013450

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

G & S REALTY ADVISORS, CORP.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of corporation for profit.

ARTICLE I

NAME

The name of the corporation shall be:

G & S REALTY ADVISORS, CORP.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be carried on by this corporation shall be as follows:

SECTION I: To engage in, operate, conduct and maintain business ventures of all types and descriptions, without limit.

SECTION II: To do anything and everything which may be directly, indirectly, or remotely connected with the aforesaid purposes and to enter into contracts, agreements and obligations in connection therewith and to establish and maintain warehouses, offices, buildings or other places of business, whether within or without the United States and wherever the same may be located.

PREPARED BY: JAMES A. HANMON, ESQ.
224 West Flagler Street
Miami, Florida
Tel. No. (305) 358-3109
Florida Bar No. 817740

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for the carrying on or accomplishment of such purposes.

SECTION III: To buy, sell, mortgage, lease, develop or otherwise deal in land, real estate, buildings and fixtures of all types and descriptions.

SECTION IV: To purchase, lease, rent, sell, hold, operate and otherwise acquire and dispose of real and personal property, wheresoever situated, both tangible and intangible, and chooses in action, either as owner, broker, agent or factor.

SECTION V: To buy, sell, acquire and otherwise deal in business and properties of a like nature, or directly or indirectly, or remotely connected with the principal business of the corporation, including, but not limited to, any business franchises, licenses, patents, and other rights in manufacturing, fabricating, wholesale selling, retail selling, distributing and other processes.

SECTION VI: For additional working capital or for any other object in or about its business or affairs, and without limit as to the amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or deed, or trust, or otherwise.

SECTION VII: This corporation shall have all the general powers, together with the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in

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carrying out the foregoing expressed powers.

SECTION VIII: The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are herewith included.

ARTICLE XII

STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be FIVE THOUSAND (5,000) SHARES at ONE DOLLAR (\$1.00) per value.

The stockholders of this corporation are specifically authorized to enter into a stockholders' agreement, which agreement shall be binding upon the corporation and shall be recognized by the directors and shall be observed by the officers and agents of the company; and particularly, the stockholders are authorized to include in such agreement, entered into between themselves, provisions which will confer that power to elect certain number of directors, the manner and method in which and the persons by whom directors may be elected, limitations upon the corporation until there is filed with the president and secretary of the corporation a written instrument, signed by the persons who originally signed the stockholders' agreement, consenting to the revocation and cancellation of the agreement among the stockholders.

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ARTICLE IV

INITIAL CAPITAL

This corporation shall begin business with a capital of not less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida shall be: 224 West Flagler Street, Miami, Florida 33130, Dade County, Florida. The Board of Directors may, from time to time, move the principal office to such other place as may be authorized. The business of this corporation may be carried on through branches or other offices located within or without the State of Florida, in the United States and in foreign countries.

ARTICLE VI

EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time.

ARTICLE VIII

INITIAL DIRECTOR AND OFFICER

Names and post office address of the first Board of Directors and officer of this corporation, who shall hold office until the

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organization meeting of this corporation and until his successors are elected and have qualified, is:

WILLIAM S. MANNON
6950 Mira Flores Avenue
Coral Gables, Florida 33134

President and Director

ARTICLE IX

SUBSCRIBERS

The names and post office address of the subscriber to these articles of incorporation, and a statement of the number of shares of stock which he agrees to take, is as follows:

WILLIAM S. MANNON
6950 Mira Flores Avenue
Coral Gables, Florida 33134

100 shares

\$100.00

ARTICLE X

NOTICE

The provisions of this charter and each and every article and section hereof, and the By-laws of this corporation, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

ARTICLE XI

RESIDENT AGENT

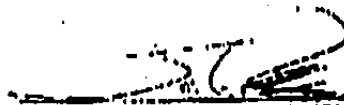
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

That G & S REALTY ADVISORS, CORP., desiring to organize under the laws of the State of Florida, with its principal office as

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indicated in this Certificate of Incorporation, has named WILLIAM S. HANNON located at 6950 Mira Flores Avenue, Coral Gables, Florida 33134, in the County of Dade, as its agent to accept service of process within this State.

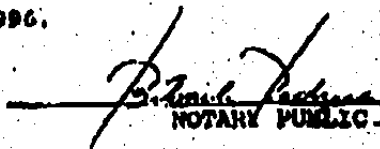
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25 day of September, 1996.


WILLIAM S. HANNON (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

Before me, the undersigned authority, personally appeared WILLIAM S. HANNON, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

Sworn to and subscribed before me this 25 day of September, 1996.


NOTARY PUBLIC

My Commission Expires:



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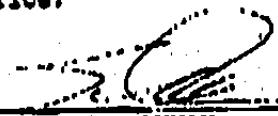
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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, G & S REALTY ADVISORS, CORP., at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM S. MANNON

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