

BRUCE I. KRAVITZ, P.A.

Attorney at Law

P0000000/4356

January 12, 2000

Florida Department of State
Division of Corporations
ATTN: NEW FILING DIVISION
409 East Gaines Street
Tallahassee, FL 32399

RE: Budget Gate Systems, Inc.

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-02/04/00--01074--003
*****70.00 *****70.00

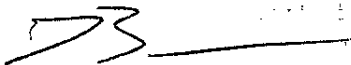
Dear Deputy Secretary:

Enclosed Please find my office check payable to the Secretary of State for the filing of the Articles of Incorporation for the above referenced, original articles of incorporation and a copy of the articles.

Please file the enclosed original articles and return the file stamped copy to the undersigned attorney in the self addressed stamped envelope provided.

I thank you in advance for your time and attention to this matter.

Sincerely,



Bruce I. Kravitz

FILED
00 FEB -4 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 2/10/2000 ✓

**ARTICLES OF INCORPORATION
OF
BUDGET GATE SYSTEMS, INC.**

FILED

00 FEB -4 AM 9: 47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these articles of incorporation under the laws of the State of Florida, adopts these articles to form a corporation under The Florida General Corporation Act, F.S. 607, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is:

BUDGET GATE SYSTEMS, INC.

ARTICLE II PURPOSE

The purpose of this corporation shall be the operation of transacting of any and all lawful business.

ARTICLE III. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing with the filing of these articles of incorporation with the Department of State.

ARTICLE IV. CAPITAL STOCK

The capital stock of the Corporation shall be 100 shares of common stock having a par value of \$0.10 per share. The actual consideration to be paid for each share shall be fixed by the shareholders.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 1156 South Military Trail, West Palm Beach, Florida 33415. The name of the initial registered agent is James O'Gorek, 1156 South Military Trail, West Palm Beach, Florida, 33415.

ARTICLE VI. INITIAL PLACE OF BUSINESS

The Corporations initial place of business shall be 1156 South Military Trail, West Palm Beach, Florida, 33415.

ARTICLE VII. BOARD OF DIRECTORS

The business of the Corporation shall be managed by its shareholders. There shall be no Board of Directors.

ARTICLE VIII. TRANSFER OF SHARES

The shareholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any present or former officer or person exercising powers and duties of an officer, to the full extent now or hereafter permitted by law.

ARTICLE XI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE XII. SPECIAL PROVISIONS

Section 1. The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.

Section 2. The Officers of this Corporation shall be a President, Secretary, and Treasurer and such other officers as the shareholders may deem necessary. Any one person may hold two of said such offices.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 7 day of January, 2000.


James O'Gorek
1156 South Military Trail
West Palm Beach, Florida, 33415

STATE OF FLORIDA
COUNTY OF PALM BEACH

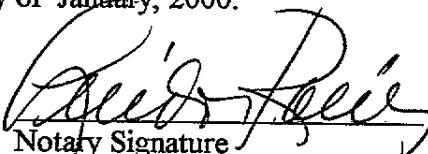
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, James O'Gorek, the person described in the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation this 7 day of January, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Royal Palm Beach, Florida, on this 7th day of January, 2000.

My commission expires:



Linda Ramirez
My Commission CC738945
Expires May 3, 2002


Notary Signature

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.


James O'Gorek

STATE OF FLORIDA
COUNTY OF PALM BEACH

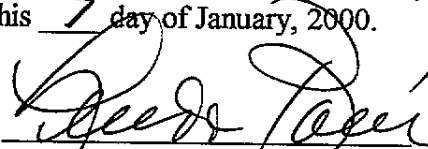
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, James O'Gorek, who is personally known to me and who did take an oath and who acknowledged that he executed the forgoing instrument freely and voluntarily after carefully reading and understanding the contents thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Royal Palm Beach, Palm Beach County, on this 7 day of January, 2000.

My commission expires:



Linda Ramirez
My Commission CC738945
Expires May 3, 2002


Notary Signature

FILED
00 FEB -4 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA