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ACCOUNT NO. : 072100000032

REFERENCE : 732350 5015487

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 12:52

ORDER DATE : June 15, 2000

ORDER TIME : 11:07 AM

ORDER NO. : 732350-005

CUSTOMER NO: 5015487

500003291865--3

CUSTOMER: Ms. Linda P. Greer
WHITE & BROWN, P.A.
WHITE & BROWN, P.A.
Suite 102
9000 Southwest 152 Street
Miami, FL 33157

DOMESTIC FILING

NAME: ~~CABRIELLE CORP.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

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W-1528641900



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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 2000

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: GABRIELLE CORP.
Ref. Number: W00000015296

We have received your document for GABRIELLE CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 300A00034339

RESUBMIT

Please give original
submission date and date.

RECEIVED
00 JUN 19 AM 10:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GABRIELLE HOLDINGS CORP.,
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 12:52

ARTICLE I

The name of the corporation is **GABRIELLE HOLDINGS CORP.**

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial principal office of this corporation is c/o Orion Investment & Management Ltd. Corp., 9000 S.W. 152nd St., Suite 106, Miami, FL 33157, and the name and address of the initial registered resident agent of the corporation is B. Mackay Brown, Esq., 9000 S.W. 152nd St., Suite 102, Miami, FL 33157.

ARTICLE VI

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Gabrielle Hungerford
c/o Orion Investment & Management Ltd. Corp.
9000 SW 152nd St., Ste. 106
Miami, FL 33157

Joseph A. Sanz
c/o Orion Investment & Management Ltd. Corp.
9000 SW 152nd St., Ste. 106
Miami, FL 33157

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

B. Mackay Brown, Esq.
9000 SW 152nd St., Suite 102
Miami, FL 33157

ARTICLE VIII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of June, 2000.



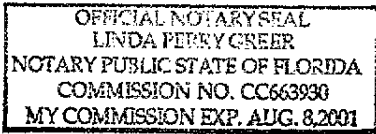
B. MACKAY BROWN, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 15 PM 12:52

STATE OF FLORIDA :
: ss.
COUNTY OF DADE :

The foregoing instrument was acknowledged before me by B. MACKAY BROWN,
who is personally known to me, this 16th day of June, 2000.



Linda Perry Greer
Notary Public, State of Florida,
at Large

My commission expires:

ACCEPTANCE OF RESIDENT AGENT

I **HEREBY CERTIFY** that I am a permanent resident of Miami, Dade County, Florida, with my business address as indicated above, and I hereby accept the foregoing designation as Resident Agent of **GABRIELLE HOLDINGS CORP.**

B. Mackay Brown

B. MACKAY BROWN