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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

GIL IMAGE CONSULTANTS, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 5, 2001

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SUBJECT: GIL IMAGE CONSULTANTS, INC.
REF: W01000015384

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
GIL IMAGE CONSULTANTS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contact, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Gil Image Consultants, Inc.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful activity or business has to do with the management of leased properties.

ARTICLE III. CAPITAL STOCK

The maximum number of 500 Share, each share having a par value of one (\$1.00) dollar. Authorized capital stock may be paid for in cash, services of property, at a just value to be fixed by the Board of Directors of the corporation at any regular or special meeting.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal and registered office of this corporation is to be: 200 East Broward Boulevard, Suite 1210, Fort Lauderdale, Florida 33301 shall be the initial Registered Agent at such address. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors who shall hold office until their

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successors are elected and have qualified are as follows:

- A. Thomas Krakauer
200 East Broward Boulevard
Suite 1210
Fort Lauderdale, Florida 33301
- B. Gilda Ben-Asher
200 East Broward Boulevard
Suite 1210
Fort Lauderdale, Florida 33301

ARTICLE VIII. OFFICERS

A. The officers of the corporation shall be President and Vice-President and such other officers as may be provided by the By-Laws.

B. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

- 1. Thomas Krakauer, President
- 2. Gilda Ben-Asher, Vice President

C. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

- A. Thomas Krakauer
c/o Entin, Margules & Della Fera, P.A.
200 East Broward Boulevard
Suite 1210
Fort Lauderdale, Florida 33301
- B. Gilda Ben-Usher
c/o Entin, Margules & Della Fera, P.A.
200 East Broward Boulevard
Suite 1210
Fort Lauderdale, Fl. 33301

ARTICLE X. AMENDMENT

The 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 the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, on this 3 day of July, 2001.


THOMAS KRAKAUER

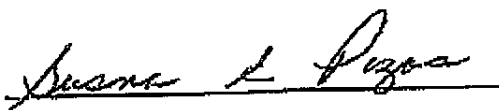
STATE OF FLORIDA)

) SS.

COUNTY OF BROWARD)

BEFORE ME, personally appeared THOMAS KRAKAUER, who is personally known to me of has produced as identification R. Davis's Lic. to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 3 day of July, 2001.


Notary Public, State of Florida at Large

My Commission Expires:



ARTICLE X. AMENDMENT

The 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 the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, on this 3 day of July, 2001.



GILDA BEN-ASHER

STATE OF FLORIDA)

.) SS.

COUNTY OF BROWARD)

BEFORE ME, personally appeared GILDA BEN-ASHER, who is personally known to me of has produced as Identification FL- Driver's Lic, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for purposes therein expressed.

WITNESS my hand and official seal in the County and State named above on this 3 day of July, 2001.



Notary Public, State of Florida at Large

My Commission Expires:

 Susana E. Pazos
Commission # CC 745494
Expires June 21, 2002

EMPIRE CORPORATE KIT

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ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



LEON R. MARGULES

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