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2001 AUG 16 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 427440 119622A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : August 16, 2001

ORDER TIME : 2:23 PM

ORDER NO. : 427440-015

CUSTOMER NO: 119622A

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CUSTOMER: Gary D. Fields, Esq  
Gary D. Fields, Esq

Suite 700  
4400 P.g.a. Boulevard  
Palm Bch Garden, FL 33410

DOMESTIC FILING

NAME: GATSBY'S MANAGEMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118  
EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*JS* 8/17/01

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**ARTICLES OF INCORPORATION  
OF  
GATSBY'S MANAGEMENT CORP.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under the applicable Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME AND ADDRESSES**

The name of the Corporation shall be:

GATSBY'S MANAGEMENT CORP.

The address of the principal office of this corporation shall be 5713 Corporate Way, Suite 100, West Palm Beach, FL 33407, and the mailing address of the corporation shall be the same.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporation's initial registered office in the State of Florida is Admiralty Tower - Suite 700, 4400 PGA Boulevard, Palm Beach Gardens, Florida 33410. The name of the initial registered agent at such address is Gary D. Fields.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### ARTICLE VI - DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors initially. The names and addresses of the initial Directors and Officers, who shall serve until their successors are duly elected and qualified or until their earlier resignations or removal, are as follows:

<u>Name</u>	<u>Title (if applicable)</u>	<u>Address</u>
Anthony Graham	Director/President	5713 Corporate Way, Suite 100 West Palm Beach, Florida 33407
Karl Habib	Director/Vice President	5713 Corporate Way, Suite 100 West Palm Beach, Florida 33407
Thomas Graham	Vice President	5713 Corporate Way, Suite 100 West Palm Beach, Florida 33407
Steven Marino	Vice President	5713 Corporate Way, Suite 100 West Palm Beach, Florida 33407
Thomas Aitken	Vice President	5713 Corporate Way, Suite 100 West Palm Beach, Florida 33407
Tammy Jacob	Secretary/Treasurer	5713 Corporate Way, Suite 100 West Palm Beach, Florida 33407

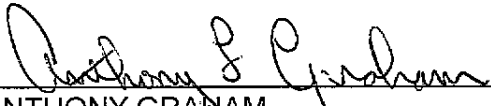
#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is as follows:

<u>Name</u>	<u>Address</u>
Anthony Graham	5713 Corporate Way, Suite 100 West Palm Beach, Florida 33407

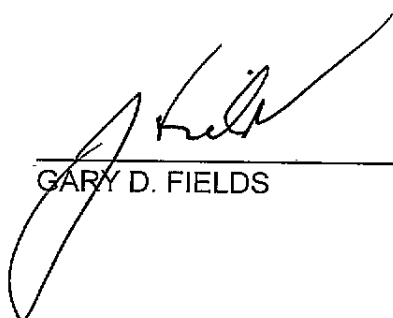
The undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of August, 2001.

INCORPORATOR

  
ANTHONY GRAHAM

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of GATSBY'S MANAGEMENT CORP., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent and agree to comply with all laws relating to the proper and complete performance of my duties.

  
\_\_\_\_\_  
GARY D. FIELDS

Date: 8/15, 2001

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