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TALLAHASSEE, FLORIDA

DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

D. WHITE MAY -6 2005



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 355320 4326591

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigott

ORDER DATE : May 5, 2005

ORDER TIME : 1:42 PM

ORDER NO. : 355320-005

CUSTOMER NO: 4326591

CUSTOMER: Ms. Sandy Bordwell
Fowler White Boggs Banker P.a.

Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: GATEWAY CAPITAL SOLUTIONS, INC

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GATEWAY CAPITAL SOLUTIONS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I

Name

The name of the Corporation is Gateway Capital Solutions, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 13010 Leeds Court, #E - 10, Tampa, Florida 33612.

ARTICLE III

Shares

The Corporation shall have authority to issue 10,000 common shares with a par value of \$0.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 13010 Leeds Court, #E - 10, Tampa, Florida 33612, and the name of the Corporation's initial registered agent at that address is Cynthia Darlene Davis-Griffith.

ARTICLE V
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Cynthia Darlene Davis-Griffith	13010 Leeds Court, # E – 10 Tampa, Florida 33612

ARTICLE VI
Initial Director

The corporation initially shall have one (1) director, whose name and address are:

<u>Name</u>	<u>Address</u>
Cynthia Darlene Davis-Griffith	13010 Leeds Court, # E – 10 Tampa, Florida 33612

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Effective Date

This corporation shall have perpetual existence.

Dated this 29th day of April, 2005.

Cynthia D. Davis-Griffith
Name: Cynthia Darlene Davis-Griffith
Title: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Gateway Capital Solutions, Inc., at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 29th day of April, 2005.

Cynthia D. Davis-Griffith
Name: Cynthia Darlene Davis-Griffith
Title: Registered Agent

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CLERK OF COURT
TALLAHASSEE, FLORIDA