

P95000005855

MAY & MEACHAM

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS
NATIONSBANK TOWER SUITE 2602
ONE FINANCIAL PLAZA

FORT LAUDERDALE, FLORIDA 33304-1097

PAUL M. MAY
ROBERT C. MEACHAM
STEPHEN J. SIMMONS

BROWARD (305) 763-6006
DADE (305) 944-8291
TELEFAX (305) 764-8367

January 18, 1995

By Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 AM 9:45

000001384650
-01/19/95--01081--007
****122.50 ****122.50

Re: Gabriel's Voice, Inc.
Our File No. 95-1012

Gentlemen:

We enclose the Articles of Incorporation for GABRIEL'S VOICE, INC. for filing, together with our check in the amount of \$122.50 to cover costs.

Kindly return the certificate with a true copy of the Articles to us in the envelope we have provided.

Very truly yours,

for 
PAUL M. MAY
For the Firm

PMM/fh
Enclosures

KAN 1-24

FILED
SECRETARY OF STATE
DIVISION C. CORPORATIONS

95 JAN 19 AM 9:45

ARTICLES OF INCORPORATION

OF

GABRIEL'S VOICE, INC.

ARTICLE I - NAME

The name of this corporation is GABRIEL'S VOICE, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation is 2861 Huron Way, Miramar, FL 33025.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation are:

Guy Hesley

2861 Huron Way
Miramar, FL 33025

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Guy Hesley, President & Secretary	2861 Huron Way Miramar, FL 33025
Joe Perillo	1304 S.W. 168 Avenue, Suite 104 Fort Lauderdale, FL 33326
Paul Rosbury	1773 Pinewood Road Melbourne, FL 32934
Alma Vasquez	9605 E. Calusa Club Drive Miami, Florida 33186
Tina Morcate Vasquez	11550 S.W. 97 Avenue Miami, Florida 33176

ARTICLE VIII - INCORPORATORS

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

Guy Hesley	2861 Huron Way Miramar, FL 33025
------------	-------------------------------------

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

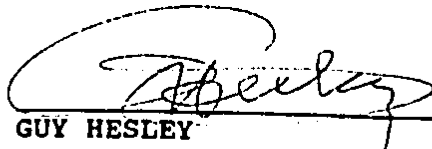
ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

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.

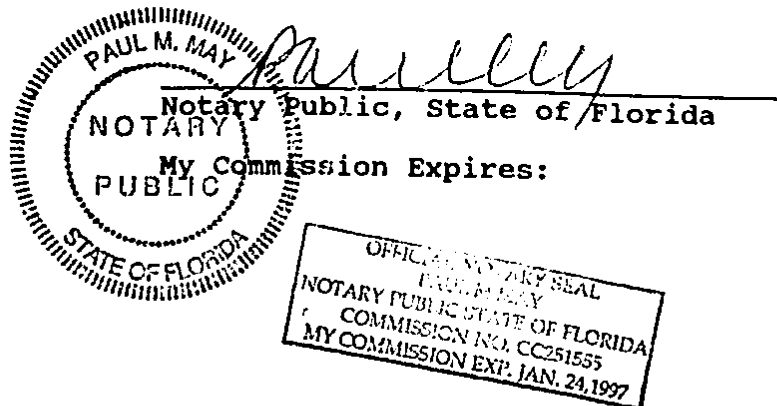
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18 day of January, 1995.


GUY HESLEY

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared GUY HESLEY, to me known and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 18 day of January, 1995 by GUY HESLEY, who is personally known to me or who produced the following identification.

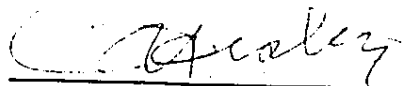


DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That **GABRIEL'S VOICE, INC.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Pompano Beach, County of Broward, State of Florida, has named Guy Hesley, 2861 Huron Way, Miramar, Florida 33025, as its registered agent to accept service of process within this state.



GUY HESLEY
Registered Agent