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*NOT ADMITTED IN FLORIDA

Secretary of State
 State of Florida
 Corporate Records Bureau
 Division of Corporations
 409 East Gaines Street
 Tallahassee, Florida 32399

VIA EXPRESS MAIL

300001399933
 -02/08/95--01027--001
 ****122.50 ****122.50

Re: Gateway International Corporation of America, Inc. /
 Articles of Incorporation

Dear Sir or Madam:

Enclosed are the original, fully executed Articles of Incorporation for the referenced corporation, together with this firm's check in the amount of \$122.50 to cover the following fees required for the formation of this corporation:

Filing fees	\$ 35.00
Registered Agent (designation and acceptance)	35.00
Certified copy	52.50
Total Fees	\$122.50

Please return a certified copy of the Articles of Incorporation for this corporation to us in the enclosed, self addressed envelope as soon as possible. Thank you for your assistance.

Very truly yours,

Jill M. Granat
 Jill M. Granat

JMG/wp
 Enclosures
 CC: Mr. Mitchell L. Davis
 6006.001\letters\sec.1tr

FILED
 95 FEB - 7 PM 12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

2-9-95

FILED

ARTICLES OF INCORPORATION

95 FEB -7 PM 12: 59

OF

GATEWAY INTERNATIONAL CORPORATION OF AMERICA, INC. FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

GATEWAY INTERNATIONAL CORPORATION OF AMERICA, INC.

ARTICLE II

The mailing address of the corporation is:

c/o Zuckerman, Spaeder, Taylor & Evans
201 South Biscayne Boulevard, Suite 900
Miami, Florida 33131

The address of the principal office is not known as of the date hereof.

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is MICHAEL STEVEN GREENE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered

office and registered agent appears at the conclusion of these Articles.

ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial board of directors is one, whose name and address is:

MITCHELL L. DAVIS
1975 East Sunrise Boulevard
#530
Ft. Lauderdale, Florida 33304

ARTICLE IX

The name and address of the Incorporator is MITCHELL L. DAVIS, 1975 East Sunrise Boulevard, #530, Ft. Lauderdale, Florida 33304.

ARTICLE X

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, MITCHELL L. DAVIS, being the Incorporator of this corporation, make and file these Articles of Incorporation this 30 day of January, 1995.


MITCHELL L. DAVIS, INCORPORATOR

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

**GATEWAY INTERNATIONAL CORPORATION OF AMERICA, INC., IN COMPLIANCE
WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**GATEWAY INTERNATIONAL CORPORATION OF AMERICA, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED
MICHAEL STEVEN GREENE, AN INDIVIDUAL WHO RESIDES IN THE STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.
MICHAEL STEVEN GREENE'S BUSINESS OFFICE IS IDENTICAL WITH THE
REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:**

**REGISTERED OFFICE AND REGISTERED AGENT:
MICHAEL STEVEN GREENE
201 SOUTH BISCAYNE BOULEVARD, SUITE 900
MIAMI, FLORIDA 33131**

Mitchell L. Davis
MITCHELL L. DAVIS, INCORPORATOR

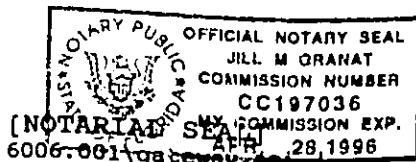
WRITTEN ACCEPTANCE BY AGENT

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE
CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE
PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.**

Michael Steven Greene
**MICHAEL STEVEN GREENE, AS REGISTERED
AGENT FOR GATEWAY INTERNATIONAL
CORPORATION OF AMERICA, INC.**

STATE OF FLORIDA)
COUNTY OF DADE) SS:

SWORN TO AND SUBSCRIBED before me this 6th day of February,
1995.



Jill M. Granat
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: April 28, 1996