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Frank B. Carcaise

January 23, 1994

Beth Register
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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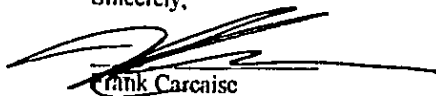
Dear Ms. Register:

You were so kind as to help me incorporate Gateway Resort Properties, I wonder if I might again ask for your help in registering the articles of the two new corporations enclosed.

If you have any questions please call me at 1-800-355-4283. I would like to get the ID number as soon as possible.

Again thank you for your help.

Sincerely,


Frank Carcaise

Frank GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA cut
DATE 2/17/95
DOC. EXAM BP

B. REGISTER FEB 17 1995

FILED
95 FEB 17 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF
GATEWAY CAPITAL SERVICES INC.

FILED
95 FEB 17 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - COOPERATE NAME

The name of the corporation is Gateway Capital Services Inc. 2875 South Ocean Blvd. Palm Beach, Florida 33480

ARTICLE II - NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the united States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) Shares of class A common stock having a par value of One (\$100) Dollar per share.

ARTICLE IV - PRE-EMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full pre-emptive rights.

ARTICLE V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida are as follows:

Frank Carcaise
2875 South Ocean Blvd. Suite 104
Palm Beach, Florida 33480

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles Gateway Capital Services Inc., I hereby accept such status and consent to act in this capacity and agree to comply with the requirements of law pertaining thereto.


Frank Carcaise

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the Board of Directors of the corporation is (1). The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial directors of the corporation is:

Frank Carcaise
16 Andrews Ave.
Delray Beach, Florida 33483

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Frank Carcaise
16 Andrews Ave.
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 23rd day of January, 1995.

Witness

Witness

Frank Carcaise

FILED
95 FEB 17 AM 11:26
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank Carcaise, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of January, 1995

Notary Public

