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February 24, 1995

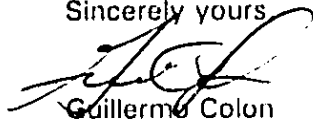
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Secretary,

I am including my check for \$122.50, Original Articles of Incorporation plus one additional copy and a self addressed stamped envelope so you may file my new corporation.

Thank you for all your help.

Sincerely yours


Guillermo Colon

FILED
FEB 24 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-02/27/95 -01020--001
***122.50 ***122.50

**ARTICLES OF INCORPORATION
OF
GILL & COMPANY, INC.**

FILED
FEB 24 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter of the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **GILL & COMPANY, INC.** The address of the principal office of this corporation shall be 11 Menores Avenue, Coral Gables, Florida 33134, 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 share of common stock having \$1 par value per share.

ARTICLE IV. STOCK ISSUANCE

The stock of this corporation shall be issued as follows:

Guillermo Colon	1000 Shares
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ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11 Menores Avenue, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is Guillermo Colon.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction set forth in these Articles of Incorporation.

This corporation shall have one Director, initially. The name and address of the initial members of the Board of directors are:

Guillermo Colon
Director

11 Menores Avenue, Suite # 2
Coral Gables, Florida 33134

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Guillermo Colon
President/Secretary/Treasurer

11 Menores Avenue, Suite # 2
Coral Gables, Florida 33134

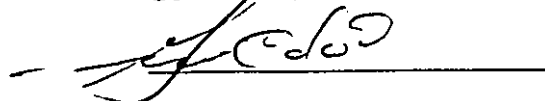
ARTICLE IX. INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Guillermo Colon
11 Menores Avenue, Suite # 2
Coral Gables, Florida 33134

IN WITNESS WHEREOF, The undersigned agent of the **GILL & COMPANY, INC.** has hereunto set their hand and seal of **GILL & COMPANY, INC.** on February 24, 1995.

Guillermo Colón

A handwritten signature in dark ink, appearing to be 'G. Colón', is written over a horizontal line.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said Act:

The **GILL & COMPANY, INC.** desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the articles of incorporation, has
named Guillermo Colon, 11 Menores Avenue, Suite #2, Coral Gables, Florida
33134, as agent to accept service of process within the state.

ACKNOWLEDGEMENT: Having been named to accept service of process for
the above stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provisions of said Act
relative to keeping open said office.

Guillermo Colon


Registered Agent