

**P95000017417**

3/02/95

FLORIDA DIVISION OF CORPORATIONS  
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3:06 PM

(((H95000002459))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL  
DEPARTMENT OF STATE 200 E BROWARD BLVD  
STATE OF FLORIDA PO BOX 1900  
409 EAST GAINES STREET FT LAUDERDALE FL 33302-  
TALLAHASSEE, FL 32399 CONTACT: ANNE MARIE LA FERLA  
FAX: (904) 922 4000 PHONE: (305) 764-6660  
FAX: (305) 764-4996

(((H95000002459))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR F.A.  
NAME: SCOTLAND INTERNATIONAL, INC.  
FAX AUDIT NUMBER: H95000002459 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/02/1995 TIME REQUESTED: 15:06:21  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076077000521

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FILED  
MAR 2 1995  
FBI - TAMPA

*[Handwritten signature]*

R95000002459

ARTICLES OF INCORPORATION  
OF  
SCOTLAND INTERNATIONAL, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

## ARTICLE I

## NAME OF CORPORATION

The name of this Corporation shall be:

Scotland International, Inc.

## ARTICLE II

## PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 200 East Broward Boulevard, 17th Floor, Fort Lauderdale, Florida, 33301.

## ARTICLE III

## AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, \$.01 par value.

## ARTICLE IV

## ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 200 East Broward Boulevard, Fort Lauderdale, Florida, 33301 and the initial registered agent of this Corporation at that address shall be Thomas O. Katz, Esq.

R95000002459

FTL:40898:1

Prepared by:

Thomas O. Katz, Esq., FL Bar #115831  
Ruden Barnett, Et al., P. O. Box 1901  
Fort Lauderdale, Florida 33301  
(305) 764-6660

FILED  
95 MAR -2 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#95000002459

ARTICLE V

INCORPORATOR

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

Thomas O. Katz, Esq.  
200 East Broward Boulevard  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 2nd day of March, 1995.

  
Thomas O. Katz, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0506.

  
Thomas O. Katz, Registered Agent

FILED  
95 MAR - 2 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#95000002459

FTL 40898:1

Prepared by:

Thomas O. Katz, Esq., FL Bar #135831  
Ruden Barnett, Et al., P. O. Box 1901  
Fort Lauderdale, Florida 33301  
(205) 764-6660

**P95000017417**

9/11/95

FLORIDA DIVISION OF CORPORATIONS

10:49 AM

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((H95000010044)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL.

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (305) 764-6660

FAX: (305) 764-4996

((H95000010044)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: SCOTLAND INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000010044

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/11/1995

TIME REQUESTED: 10:49:24

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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METHOD OF DELIVERY: FAX

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ACCOUNT NUMBER: 076077000521

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*10/12/95*

**FILED**  
1995 SEP 12 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 12 1995

10:10:24

September 11, 1995

SCOTLAND INTERNATIONAL, INC.  
200 EAST BROWARD BLVD.  
17TH FLOOR  
FT. LAUDERDALE, FL 33301

SUBJECT: SCOTLAND INTERNATIONAL, INC.  
REF: P95000017417

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H95000010044  
Letter Number: B95A00041774

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

095000010044

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SCOTLAND INTERNATIONAL, INC.

FILED  
1995 SEP 12 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Scotland International, Inc., a Florida corporation ("Corporation"), filed with the Department of State on March 2, 1995, Charter Number P95000017417, is, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

EUROSCOTLAND, INC.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and the sole Director of this Corporation, effective as of September 8, 1995.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of September 8, 1995.

SCOTLAND INTERNATIONAL, INC.

By: 

Matthew C. Hudson, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden Barnett, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(305) 764-6660

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JOINT CORPORATE ACTION BY  
THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER OF  
SCOTLAND INTERNATIONAL, INC.

The undersigned, being the sole Director and the sole shareholder of Scotland International, Inc., a Florida corporation ("Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and do hereby consent in writing to the adoption of the following resolution, taking said action in lieu of a meeting of the Board of Directors and the shareholders:

RESOLVED, that the Articles of Incorporation of this Corporation be amended to change the corporate name to EuroScotland, Inc., as provided in the attached Articles of Amendment to said Articles of Incorporation.

The action described herein shall be effective as of the 9<sup>th</sup> day of September, 1995.

IN WITNESS WHEREOF, the undersigned, being the sole Director and the sole shareholder of this Corporation, have hereunto set their hands and seals for the purpose herein expressed.

Dated as of September 11, 1995.

DIRECTOR:

Matthew C. Hudson  
Matthew C. Hudson

SHAREHOLDER:

PIK Holdings Ltd.

By:

Its:

Matthew C. Hudson  
Deputy Chairman and  
Chief Executive Officer

00000000

895000010044

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden Barnett, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(305) 764-6660

SENT BY: RUDEN MCCLOSKEY

1-13-97 2:20PM

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P95000017417

1/13/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:25 PM

((H97000000696 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
CONTACT: ANNE MARIE LA FERLA  
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: EUROSOTLAND, INC.

AUDIT NUMBER.....H97000000696

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 2

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EST.CHARGE.. \$87.50

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K. S. A.

FILED  
97 JAN 13 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



097000000696

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
EUROSCOTLAND, INC.

FILED  
97 JAN 13 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Euroscotland, Inc., a Florida corporation ("Corporation"), filed with the Department of State on March 2, 1995, Charter Number P95000017417, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Global Gateways, Inc.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and the sole Director of this Corporation, effective as of December 31, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of December 31, 1996.

EUROSCOTLAND, INC.

By: 

Matthew C. Hudson, President

Prepared by: Thomas O. Katz, Esq., FL Bar #355836  
Ruden McCloskey, Et al., P. O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

097000000696

FTL:197931:1