

NIXON AND

ATTORNEYS AND COUNSELORS AT LAW
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April 17, 1995

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

RE: GILLMAN INTERNATIONAL, INC.

Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation and Acceptance of Registered Agent of the above corporation together with our check for 122.50 and a self addressed, stamped envelope for return of the copy of the Articles after certification.

Please call with questions

Sincerely,

Mark A. Rohrbaugh,
for the firm.

encl.

original and copy of articles, SASE, Check

mar0417

EFFECTIVE DATE

APR 20 1995

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
FOR
GILLMAN INTERNATIONAL, INC.

The undersigned Incorporators do hereby adopt the following Articles of Incorporation under the Florida General Corporation Act:

ARTICLE I

The name of this corporation shall be GILLMAN INTERNATIONAL, INC.

ARTICLE II

The corporation's existence shall commence upon the date of execution and acknowledgment thereof by the Incorporator, and shall continue thereafter in perpetuity.

ARTICLE III

The general purpose for which this corporation shall exist shall be to transact any and all lawful business permitted any corporation under the Florida General Corporation Act.

ARTICLE IV

The corporation shall be authorized to issue an aggregate of 500 shares of common voting stock, each share to have a par value of \$1.00 and such share being of the same class.

ARTICLE V

All of the shareholders of this corporation shall be entitled to the benefits of preemptive rights with respect to any unissued or treasury shares or ownership of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of the corporation shall be GARY R. GILLMAN and the initial registered offices of the corporation shall be located at 2498 SPANISH RIVER ROAD, BOCA RATON, FLORIDA 33432.

ARTICLE VII

The corporate office shall be located 2498 SPANISH RIVER ROAD, BOCA RATON, FLORIDA 33432.

ARTICLE VIII

The name and address of the Incorporator of these Articles of Incorporation is GARY R. GILLMAN at 2498 SPANISH RIVER ROAD, BOCA RATON, FLORIDA 33432.

ARTICLE IX

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

EFFECTIVE DATE

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ARTICLE X

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE XI

The names and addresses of each subscribed in the Articles of Incorporation, their corporate title, and the number of shares of stock which he or she agrees to take are as follows:

GARY R. GILLMAN, President 300 shares
2498 SPANISH RIVER ROAD,
BOCA RATON, FLORIDA 33432.

KIMBERLY D. GILLMAN, Secretary and Treasurer 100 shares
2498 SPANISH RIVER ROAD,
BOCA RATON, FLORIDA 33432.

CHRISTOPHER E. GILLMAN 100 shares
2498 SPANISH RIVER ROAD,
BOCA RATON, FLORIDA 33432.

ARTICLE XII

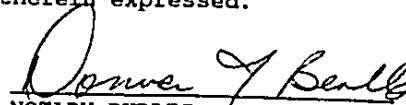
The duration of the corporation is perpetual.

IN WITNESS WHEREOF, we/I have made, signed and acknowledged these Articles of Incorporation this 20 day of APRIL, 1995.


GARY R. GILLMAN

STATE OF FLORIDA
COUNTY OF Dade

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized in the State and County named above to administer oath and take acknowledgments, personally appeared to me, GARY R. GILLMAN, well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed same as his free act and deed for the purposes therein expressed.


NOTARY PUBLIC
My commission expires:

OFFICIAL NOTARY SEAL
DONNA J. BENTLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC382612
MY COMMISSION EXP. JULY 25, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated: April 20TH, 1995


GARY R. GELLMAN

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