

P95000064286
CORPCOSM

CORPORATIONS & COMPANIES, INC.
Incorporation Specialists

Suite 300A
Two Greenville Crossing
4001 Kennett Pike
P. O. Box 4477
Wilmington, Delaware 19807-0477
(302) 652-4800

Telecopier
(302) 652-6760

(800) 318-7407

14 August 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600001564476
-08/18/95--01041--017
*****70.00 *****70.00

RE: GATE TECHNOLOGIES INTERNATIONAL, INC.

Dear Sir or Madam:

Enclosed herewith for filing with the Florida Secretary of State are an original and one (1) copy of the Articles of Incorporation of GATE TECHNOLOGIES INTERNATIONAL, INC., together with the Certificate of Designation of Registered Agent/Registered Office. Please file this document as soon as possible and return a stamped "FILED" copy of same to our office by regular mail. A return, self-addressed, stamped envelope is provided for your convenience. Also, enclosed herewith is our check in the amount of \$70.00, representing payment of the filing fee to be incurred on connection with this matter.

If you have any questions, please do not hesitate to contact me. Thank you in advance for cooperation and assistance in this matter.

Very truly yours,

Beth Shewell/dtt

BETH SHEWELL
Sales Representative

BS:dmt
Enclosures

(dmt\corpo\letters\flstate7.ltr)

AUG 21 1995

BSB
FILED
95 AUG 18 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GATE TECHNOLOGIES INTERNATIONAL, INC.

FILED
95 AUG 18 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

GATE TECHNOLOGIES INTERNATIONAL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: One South Ocean Boulevard, Suite 212, Boca Raton, Florida 33432.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at no par value.

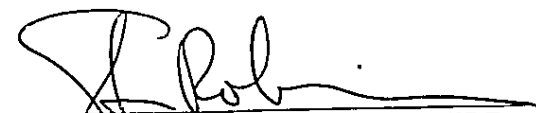
ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Richard L. Morgenstern, One South Ocean Boulevard, Suite 212, Boca Raton, Florida 33432.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Stephen D.M. Robinson, Esquire, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 14th day of August, 1995.


STEPHEN D.M. ROBINSON, ESQUIRE,
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Gate Technologies International, Inc.

2. The name and address of the registered agent and office is:

Richard L. Morgenstern

(Name)

One South Ocean Blvd., Suite 212

(P.O. Box not acceptable)

Boca Raton, FL 33432

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard L. Morgenstern

(Signature)

August 9, 1995

(Date)

P950000 64286

FROM FOLEY & LARDNER TAMPA

(THU) 11.11.95 10:42/ST. 10:40/NO. 3701 P 2

Terminal Emulation CONNECTED 0:07:19
File Edit Services Special
(((H96000000530))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER OF TAMPA
DEPARTMENT OF STATE 100 N TAMPA ST
STATE OF FLORIDA SUITE 2700
409 EAST GAINES STREET TAMPA FL 33602-
TALLAHASSEE, FL 32399 CONTACT: SHERRY LOGSDON
FAX: (904) 922-4000 PHONE: (813) 229-2300
FAX: (813) 221-4210
DOCUMENT TYPE: BASIC AMENDMENT
NAME: GATE TECHNOLOGIES INTERNATIONAL, INC.
FAX AUDIT NUMBER: H96000000530 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/11/1996 TIME REQUESTED: 10:28:26
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 071344001620
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(((H96000000530)))
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ENTER SELECTION AND <CR>:
F1=Help F10=Menu bar F5=Logging [OFF] F6=Printer [OFF]

*Clear and misc
Linda*

00500, 00556, 00624, 00671

NOV 11 1995
80:11:11 11:11:11
02:11:11

FILED
NOV 11 1995
55:11:11

77 100 24 10 41 57 10 40 30 374105591 1 1

100 NORTH TAMPA STREET
SUITE 2700
TAMPA, FLORIDA 33602

POST OFFICE BOX 1391
TAMPA, FLORIDA 33601-3391
TELEPHONE: (813) 229-2300
TELECOPIER: (813) 221-4210

TELECOPY

NAME: Electronic Filing Section

AT: Florida Department of State

TELECOPIER PHONE NUMBER: 1-904-922-4000

CONFIRMATION PHONE NUMBER:

NUMBER OF PAGES INCLUDING THIS PAGE: 3

NAME: Sherry D. Logsdon, Legal Assistant

TELECOPIER PHONE NUMBER: (813) 221-4210

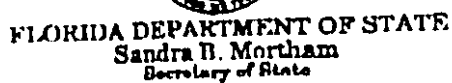
ANY PROBLEMS CONTACT: COPY ROOM EXT. 206
AT (813) 229-2300

DATE: January 11, 1996

CLIENT/MATTER NUMBER: 63208101

SPECIAL INSTRUCTIONS: Please see attached electronic filing request.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect, and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.



GATE TECHNOLOGIES INTERNATIONAL, INC.
ONE S OCEAN BLVD
SUITE 212
BOCA RATON, FL 33432

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

FAX Aud. #: H96000000530
Letter Number: 895A00001553

55 JUN 11 PM 3:47

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

FROM FOLEY & LARDNER TAMPA

(THU) 1/11/96 15:29:15 NO. 3701000600 P 1

FOLEY & LARDNER
100 NORTH TAMPA STREET
SUITE 2700
TAMPA, FLORIDA 33602

POST OFFICE BOX 3391
TAMPA, FLORIDA 33601-3391
TELEPHONE: (813) 229-2300
TELECOPIER: (813) 221-4710

**TELECOPY
TRANSMISSION COVER PAGE**

SENDING TO: NAME: Linda Stitt - Electronic Filings
AT: Division of Corporations
TELECOPIER PHONE NUMBER: 1-904-922-4000
NUMBER OF PAGES INCLUDING THIS PAGE: 3

SENDING FROM: NAME: Sherry D. Logsdon, Legal Assistant
TELECOPIER PHONE NUMBER: (813) 221-4210
ANY PROBLEMS CONTACT: COPY ROOM EXT. 206
AT (813) 229-2300
DATE: January 11, 1996
CLIENT/MATTER NUMBER: 63208101

SPECIAL INSTRUCTIONS: Regarding (((96000000530))) - Attached is Amendment with preparer information included (the Florida Bar No. is not yet available for this attorney). Please note that the fax audit number IS typed on the top and bottom of the document. This document must be filed today. Please call me if there will be any further problems in accomplishing this. Thank you very much for your assistance.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect, and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**

OF

GATE TECHNOLOGIES INTERNATIONAL, INC.

November 15, 1995

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, GATE TECHNOLOGIES INTERNATIONAL, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is GATE TECHNOLOGIES INTERNATIONAL, INC.

2. The following amendment (the "Amendment") to the Articles of Incorporation was adopted by the sole initial director of the Corporation pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act:

Article III of the Articles of Incorporation of the Corporation, entitled "CAPITAL STOCK" is hereby amended to read as follows:

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000,000 shares of common voting stock with a par value of \$.01.

3. The Amendment was adopted by the consent, dated as of November 15, 1995, of the sole initial director of the Corporation pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act. The Amendment was adopted without shareholder action. No shareholder action was required pursuant to Section 607.1005 of the Florida Business Corporation Act because the Corporation had not issued shares of stock as of the date of adoption of this Amendment.

IN WITNESS WHEREOF, I have set my hand as of the 15th day of November, 1995.

GATE TECHNOLOGIES INTERNATIONAL, INC.,
a Florida corporation

Prepared by:

Scott D. Irwin, Esq. 0008040

Fla. Bar No.: Not Yet Available

Foley & Lardner

P.O. Box 3391

Tampa, FL 33601-3391

(813) 229-2300

By: 

Richard L. Morgenstern

Its: Sole Director

((H96000000530)))

((H96000000530)))

P95000064286

FROM FOLEY & LARDNER TAMPA

(MON) 1. 22 '96 14:22/ST. 14:21/NO. 3701000006 P 2

D Terminal Emulation CONNECTED 0:04:06
File Edit Services Special
(((H96000000972))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER OF TAMPA
DEPARTMENT OF STATE 100 N TAMPA ST
STATE OF FLORIDA SUITE 2700
409 EAST GAINES STREET TAMPA FL 33602- 302-
TALLAHASSEE, FL 32399 CONTACT: SHERRY LOGSDON
FAX: (904) 922-4000 PHONE: (813) 229-2300
FAX: (813) 221-4210
(((H96000000972))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: GATE TECHNOLOGIES INTERNATIONAL, INC.
FAX AUDIT NUMBER: H96000000972 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/19/1996 TIME REQUESTED: 13:51:18
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 071344001620
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without the information contained on this page. Remember to type the Fax Audit
number on the top and bottom of all pages of the document.
(((H96000000972)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
F1=Help F10=Menu bar F5=Logging [OFF] F6=Printer [OFF]

*Linda -
Thanks
for your
assistance!
Sherry*

*Sherry
Linda*
15 JAN 22 PM 3:44

*FILED
JAN 19 1996
TAMPA*

FROM FOLEY & LARDNER TAMPA

(MON) 1.22'96 9:18/ST. 9:17/NO. 3701000988 P 2



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1996

GATE TECHNOLOGIES INTERNATIONAL, INC.
ONE S OCEAN BLVD
SUITE 212
BOCA RATON, FL 33432

SUBJECT: GATE TECHNOLOGIES INTERNATIONAL, INC.
REF: D95000064286

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

The FAX audit number must be on the top and bottom of each page of the document.

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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. #: H96000000972
Letter Number: 396A00002540

Dons McDuffy
Susan Payne

FROM: FOLEY & LARDNER TAMPA

(MON) 1-22-96 14:22 ST. 14:21 NO. 3701000006 P. 1

FOLEY & LARDNER

100 NORTH TAMPA STREET
SUITE 2700
TAMPA, FLORIDA 33602

POST OFFICE BOX 3391
TAMPA, FLORIDA 33601-3391
TELEPHONE: (813) 229-2300
TELECOPIER: (813) 221-4210

**TELECOPY
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SENDING TO:

NAME: Linda Stitt

AT: Electronic Filing - Division of Corporations

TELECOPIER PHONE NUMBER: 1-904-922-4000

NUMBER OF PAGES INCLUDING THIS PAGE: 4

SENDING FROM:

NAME: Sherry D. Logsdon, Legal Assistant

TELECOPIER PHONE NUMBER: (813) 221-4210

ANY PROBLEMS CONTACT: Sherry Logsdon
AT (813) 225-4117

DATE: January 22, 1996

CLIENT/MATTER NUMBER: 40243101

SPECIAL INSTRUCTIONS: Attached are the Articles of Amendment with the correct fax audit number on the pages. Thank you for your assistance.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, collect, and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**

OF

((H96000000972)))

GATE TECHNOLOGIES INTERNATIONAL, INC.

January 19, 1995

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, GATE TECHNOLOGIES INTERNATIONAL, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is GATE TECHNOLOGIES INTERNATIONAL, INC.

2. Text of Amendment. The following amendment (the "Amendment") to the Articles of Incorporation was recommended by the unanimous written consent of the directors of the Corporation, and approved and adopted by the unanimous written consent of the shareholders of the Corporation, all in strict compliance with the provisions of Section 607.1003 of the Florida Business Corporation Act:

"ARTICLE III - CAPITAL STOCK"

A. Authorized Shares. The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Million (1,000,000), consisting of Eight Hundred Fifty Thousand (850,000) shares of Class A Voting Common Stock, par value \$.01 per share ("Class A Shares"), and One Hundred Fifty Thousand (150,000) shares of Class B Nonvoting Common Stock, par value \$.01 per share ("Class B Shares").

B. Class A Shares. Each Class A Share shall entitle the holder thereof to one (1) vote for the election of directors of the corporation or on any matter presented to the shareholders of the corporation for their vote.

C. Class B Shares. Class B Shares shall be nonvoting shares which carry no right to vote for the election of directors of the corporation, and no right to vote on any matter presented to the shareholders of the corporation for their vote or approval except to the extent the laws of the State of Florida require that voting rights be granted to such nonvoting shares. Each Class B Share shall carry a restriction which prohibits the corporation from making any distributions of cash or property with respect to Class A Shares until all Class B Shares issued by the corporation have been redeemed and repurchased by the corporation and no Class B Shares remain outstanding.

Prepared By:

Scott D. Irwin, Esq., FLA Bar No.: 0068660
Foley & Lardner, P.O. Box 3391, Tampa, FL 33601-3391

((H96000000972)))

3. Provision for Exchange of Shares. Because the Amendment was adopted concurrent with the acceptance by the Corporation of subscriptions for the initial issuance of shares to its shareholders, the Corporation need not make provision for the exchange of its outstanding shares. Instead, the Corporation will simply issue Class A Shares to those persons subscribing for shares of the Corporation.

((H96000000972)))

4. Date of Adoption. The Amendment was adopted by the unanimous consent, dated as of January 19, 1995, of the directors and shareholders of the Corporation pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act. The Amendment was unanimously approved by the shareholders of the Corporation, such number being sufficient for approval of the Amendment in accordance with the Articles of Incorporation of the Corporation and Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have set my hand as of the 19th day of January, 1996.

GATE TECHNOLOGIES INTERNATIONAL, INC.,
a Florida corporation

By: Dr. Roger Dube
Dr. Roger Dube
Its: President

C:\WP51\DOCFM3208\101\UDL-001A.ART
ada 1/18/95

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