

P96000006224

Ellen Gonzalez
18937 NW 36 Court
Miami, FL 33055

January 9, 1996


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

Division of Corporations,

Enclosed are ²Articles of Incorporation to be filed and assigned with the State of Florida. A check in the amount of ~~\$20.00~~ ^{140.00} is also enclosed to cover applicable fees.

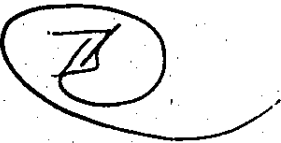
Thank you. Should you have any questions or comments, please call (905) 625-0551.

Sincerely,


Ellen Gonzalez

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****140.00 *****70.00

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96 JAN 17 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-22-96


ARTICLES OF INCORPORATION
Of
GateWay Capital Funding, Inc.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:
GateWay Capital Funding, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and wile owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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MAR 9 11 AM '30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment thereon.

The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporators or the directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than five hundred dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is:

18937 NW 56 Court
Miami, FL 33055

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, The United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE VII

This corporation shall have not less than one director, initially. The number of directors may be increased or diminished from time to time with By-Laws adopted by the Stockholders, but shall never be less than one. This corporation shall begin with one director.

ARTICLE VIII

The initial registered office of the corporation is:
18937 NW 56 Court, Miami, FL 33055

The initial registered agent of the corporation is:
Ellen Gonzalez

ARTICLE IX

The names and street addresses of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

Subscriber	Address	Shares
Ellen Gonzalez	18937 NW 56th Court, Miami, FL	50 shares
Luis Gonzalez	18937 NW 56th Court, Miami, FL	50 shares

ARTICLE X

The names and street addresses of the members of the first Board of Directors and officers, who shall hold office for the first year of existence of this corporation, or until their successors are elected and have qualified are:

Ellen Gonzalez	18937 NW 56th Ct, Miami, FL 33055,	President,
		Sec/Treas
Luis Gonzalez	18937 NW 56th Ct, Miami, FL 33055	Vice-Pres

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

The Stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock, and such agreements shall be valid and this corporation may join as a party thereto.

ARTICLE XIII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its goodwill, its corporate franchises or any property or assets essential to its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfers of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the corporation.

IN WITNESS whereof the undersigned subscribers have hereunto set their hands.



Ellen Gonzalez

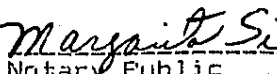


Luis Gonzalez

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared Ellen Gonzalez and Luis Gonzalez to me well known to be the persons who executed the foregoing Articles of Incorporation, and have acknowledged before me that the above names executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State above named this 9th day of January, 1996.



Notary Public
State of Florida

My Commission Expires:



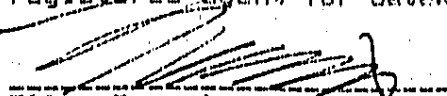
MARGARITA SIBILLY
MY COMMISSION # CC411951 EXPIRES
October 6, 1998
BONDED THRU TROY FAH INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

TO: Department of State
Secretary of the State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
95 JAN 17 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Ellen Gonzalez, hereby accept the appointment as
registered agent for GateWay Capital Funding, Inc.



Ellen Gonzalez

Address of registered agent:

18937 NW 56th Court
Miami, FL 33055

Sworn to and subscribed before me this 9th day of January, 1996.



Notary Public
State of Florida

My Commission Expires:



MARGARITA SIBILLY
MY COMMISSION # CC411961 EXPIRES
October 8, 1998
BONDED THRU TROY FAIR INSURANCE, INC.