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CHRIS HENNING
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(708)291-3700

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-02/01/96--01060--000
*****70.00 *****70.00

Re: Gazelle International, Inc.
a Florida corporation

Dear Sir or Madam:

Enclosed please find two (2) original Articles of Incorporation which have been signed by the Incorporator and Registered Agent, together with a check in the amount of \$70 for the filing fee.

Kindly file stamp and return one of duplicate originals to me. Thank you.

Yours very truly,


CHRIS HENNING

/ch
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

GAZELLE INTERNATIONAL, INC.
a Florida corporation

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The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, as amended (the Act), hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME. The name of the corporation shall be GAZELLE INTERNATIONAL, INC. ("Corporation").

ARTICLE II. PURPOSE AND POWERS. The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be incorporated under and shall have all of the powers conferred upon corporations pursuant to the laws of the State of Florida, as amended from time to time.

ARTICLE III. PRINCIPAL OFFICE. The principal place of business and mailing address of the Corporation shall be 4949 Tamiami Trail North, Suite 204, Naples, Florida 33940.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT. The name of the registered agent and the street address of the registered office of the Corporation are Karen L. Brothers, 1331 Chesapeake #3, Naples, Florida 33962.

ARTICLE V. SHARES. The Corporation shall have authority to issue 20,000 shares of stock which shall be divided into classes of which 10,000 without par value shall be designated Preferred Stock and 10,000 shares without par value shall be designated Common Stock. The Board of Directors is authorized, subject to the Act, to provide for the issuance of shares of Common Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, preferences, and rights of the shares to each series, and any qualifications, limitations, or restrictions thereof.

ARTICLE VI. PREEMPTIVE RIGHTS. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class or any bonds or convertible securities of any nature.

ARTICLE VII. INCORPORATOR. The incorporator of the Corporation is CHRISTIAN F. HENNING III, 555 Skokie Blvd. Ste. 285, Northbrook, Illinois 60062. All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Florida Secretary of State for filing or immediately following the organizational meeting.

ARTICLE VIII. INDEMNIFICATION. To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every Officer of the Corporation.

IN WITNES WHEREOF, I have signed these Articles of Incorporation this 26th day of January, 1996.

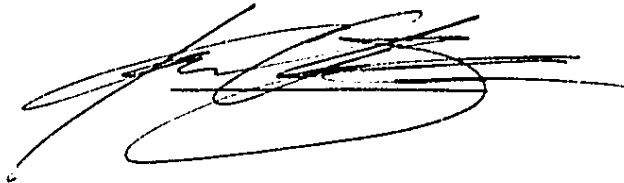
"INCORPORATOR"


CHRISTIAN F. HENNING III

ACCEPTANCE OF REGISTERED AGENT:

The Undersigned, being the registered agent named in the foregoing Articles of Incorporation, hereby consents to act in that capacity until removed or resignation is submitted in accordance with the laws of the State of Florida.

"REGISTERED AGENT"



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