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FLORIDA DIVISION OF CORPORATIONS

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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: GDK, INC.

AUDIT NUMBER.....H96000013927

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GDK, Inc.**

ARTICLE I -- NAME

The name of this corporation is GDK, Inc.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

1399 S.W. 1st Avenue, Suite 400
Miami, Florida 33130.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1399 S.W. 1st Avenue, Suite 400
Miami, Florida 33130;

and the name and address of the initial registered agent of this corporation are:

Name

Address

Gerald Katcher

1399 S.W. 1st Avenue, Suite 400
Miami, Florida 33130.

This instrument prepared by:
Sheldie R. Sahandy, Esquire
Florida Bar No. 0059927
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2338
Telephone: 305-374-7580

Fax Audit No. H96- 13927**ARTICLE VI – COMMENCEMENT**

This corporation shall commence as of the date of filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Gerald Katcher	1399 S.W. 1st Avenue, Suite 400 Miami, Florida 33130.

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Gerald Katcher	1399 S.W. 1st Avenue, Suite 400 Miami, Florida 33130.

ARTICLE IX – BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X – INDEMNIFICATION

This corporation shall indemnify any officer, director and incorporator, or any former officer, director and incorporator, of this corporation to the fullest extent permitted by law.

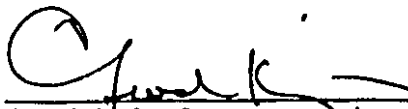
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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 3rd day of October, 1996.



Gerald Katcher, Incorporator and
Registered Agent

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TALLAHASSEE, FLORIDA

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