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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H98000009551 6))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
076077002561

ACCT#:

CONTACT: ASTRID BUTTARI

PHONE: (305) 376-6023

FAX #:

(305) 376-6010

NAME: GATEWAY PUBLISHING, INC.

AUDIT NUMBER.....H98000009551

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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98 MAY 22 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 MAY 22 AM 8:31

DIVISION OF CORPORATIONS

Restated & Amended

Joe
5/22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1998

GATEWAY PUBLISHING, INC.
9905 S.W. 131ST STREET
MIAMI, FL

SUBJECT: GATEWAY PUBLISHING, INC.
REF: P97000009145

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000009551
Letter Number: 798A00028634

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

05/21/98 THU 11:20 [TX/RX NO 7047]

05/21/98 THU 13:02 FAX 305 376 6010

GYV-F&S P.A.

001

5/20/98
3:55 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000009551 6))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
076077002561

ACCT#:

CONTACT: ASTRID BUTTARI
PHONE: (305)376-6023
(305)376-6010

FAX #:

NAME: GATEWAY PUBLISHING, INC.

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DIVISION OF CORPORATIONS

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05/20/98 WED 15:53 FAX 305 376 6010

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FLORIDA DIVISION OF CORPORATIONS

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076077002561

ACCT#:

CONTACT: ASTRID BUTTARI

PHONE: (305) 376-6023

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DIVISION OF CORPORATIONS

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FAX AUDIT NO.: H98000009551

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
GATEWAY PUBLISHING, INC.**

FILED
98 MAY 22 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of **GATEWAY PUBLISHING, INC.**, pursuant to Section 607.1007 of the Florida Business Corporation Act, hereby submit the following Restated and Amended Articles of Incorporation and in connection therewith certify as follows:

1. The name of this corporation is **GATEWAY PUBLISHING, INC.**
2. The corporation was originally incorporated on January 29, 1997, under document number P97000009145.
3. This Restatement and Amendment of the Articles of Incorporation was adopted by the Shareholders of the Corporation on May 18, 1998, by Special Meeting, at which a sufficient number of votes necessary for approval was received, and such Restatement and Amendment is intended to be effective as of May 18, 1998, pursuant to Section 607.1007 of the Florida Business Corporation Act.
4. The Articles of Incorporation of **GATEWAY PUBLISHING, INC.**, are hereby Restated and Amended as follows:

THIS DOCUMENT PREPARED BY:

Norma de Miguel, Esq.
GUNSTER, YOAKLEY, VALDES-FAULI
& STEWART, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131-1897
Tel: (305) 376-6019

Florida Bar No.: 0985066

FAX AUDIT NO.: H98000009551

FAX AUDIT NO.: H98000009551

Article I

Name and Principal Place of Business

The name of the corporation is **GATEWAY PUBLISHING, INC.**

The corporation's principal place of business shall be: 3155 N.W. 82 Avenue, Miami, Florida 33122.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on January 29, 1997.

Article III

Nature of Business

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

Article IV

Mailing Address

The mailing address of the corporation is 3155 N.W. 82 Avenue, Miami, Florida 33122.

Article V

Capital Stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock each having \$0.01 par value.

FAX AUDIT NO.: H98000009551

(b) Preemptive Rights. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro-rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Registered Office and Agent

The street address of the registered office and name of the registered agent for this corporation are:

Jason Zabaleta
3155 N.W. 82 Avenue
Miami, Florida 33122

Article VII

Directors

(a) Number. This corporation shall at all times have a minimum of one (1) director. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

FAX AUDIT NO.: H98000009551

Article VIII

Indemnification

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

FAX AUDIT NO.: H98000009551

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Article X

Incorporator

The name and street address of the incorporator of this corporation are:

Jason Zabaleta
3155 N.W. 82 Avenue
Miami, Florida 33122

Article XI

Amendment

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

The foregoing Restated and Amended Articles of Incorporation restate and amend, in accordance with Section 607.1007, the provisions of the Corporation's Articles of Incorporation.

GATEWAY PUBLISHING, INC.

By: _____

Jason Zabaleta, President

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on May 18, 1998 by Jason Zabaleta, known personally by me or having presented _____ as identification.

Notary Public,

Name: _____

Title: _____

[NOTARIAL SEAL]

My Commission Expires:
194197.1



DANIEL MENA
My Commission CG557363
Expires May 23, 2000

FAX AUDIT NO.: H98000009551