

P97000025332

STANLEY JAY BARTEL, P.A.

406 COURTHOUSE TOWER
44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
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March 13, 1997

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

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-03/17/97--01039--008
****122.50 ****122.50

Re: Articles of Incorporation - GIBRALTER FUNDING CORPORATION

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$122.50 to cover incorporation fees.

Kindly send us a Certificate of Incorporation, Acknowledgement of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

Sincerely,



STANLEY JAY BARTEL

Dmc
3/20/97

FILED
97 MAR 17 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SJB:ma

Enclosures: Original and two (2) copies of Articles of Incorporation; Check in the amount of \$122.50.

ARTICLES OF INCORPORATION **FILED**

OF

GIBRALTER FUNDING CORPORATION

97 MAR 17 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby organize and incorporate a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: **GIBRALTER FUNDING CORPORATION**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) Shares of Common Capital Stock having a par value of Five (\$5.00) Dollars per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital within which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

BEGINNING OF CORPORATE EXISTENCE

The date of corporate existence is the date of filing of these Articles with the Secretary of State.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida is: 8603 S. Dixie Highway, Suite 208, Miami, Florida 33143.

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time, in the manner provided by the Bylaws as they may be initially adopted or amended from time to time.

ARTICLE IX

INITIAL DIRECTOR

The names and Post Office addresses of the initial Directors of this corporation, who shall hold office, absent earlier resignation, for the first corporate year, or until the approval of a majority of the Stockholders of the corporation, by consent in writing or at a meeting called

for such purpose are as follows:

Peter S. Heller

8603 S. Dixie Highway, Suite 208
Miami, FL 33143.

Stanley Jay Bartel

406 Courthouse Tower
44 West Flagler Street
Miami, FL 33130

ARTICLE X

INITIAL SUBSCRIBER

The name and Post Office address of the initial subscribers to these Articles of Incorporation who have agreed to subscribe to 100 shares of stock having a par value of Five (\$5.00) per share, is: Peter S. Heller, Trustee, 8603 S. Dixie Highway, Suite 208 Miami, FL 33143. Stanley J. Bartel, Trustee, 406 Courthouse Tower, 44 west Flagler Street, Miami, FL 33130.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office and Registered Agent of the corporation shall be: Peter S. Heller, Esq., 8603 S. Dixie Highway, Suite 208 Miami, FL 33143.

ARTICLE XII

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment of the Articles shall be approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

BYLAWS

The Director or Directors of the corporation, with the approval of a majority of the Stockholders of the corporation, by consent in writing or at a meeting called for such purpose, shall have the power to make and amend its Bylaws.

ARTICLE XIV

VOTING

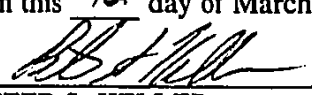
Where Stockholder approval is required for any action, other than Article XV action, a simple majority vote of the Stockholders, entitled to vote, of all individuals holding issued and outstanding voting stock of the corporation, shall be required.

ARTICLE XV

TRANSFER AND VOTING OF SHARES

The shareholders may enter into agreements among themselves and with the corporation for restricting the transfer of their shares for voting shares; and for the redemption of their shares by the corporation. Any such agreements, however, to be effective as between the corporation and the Stockholders, shall require the unanimous consent of all individuals holding issued and outstanding voting stock in the corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals and have acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscribers of the foregoing Articles of Incorporation this ¹²~~12~~ day of March, 1997.


PETER S. HELLER


STANLEY J. BARTEL

STATE OF FLORIDA:

SS

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared PETER S. HELLER and STANLEY J. BARTEL who are personally known to the undersigned Notary and who did take an oath, and who did depose and say that they have read the foregoing Articles of Incorporation and that they have freely and voluntarily executed same, for the uses and purposes therein expressed.

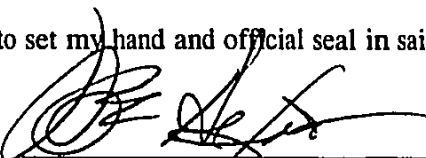


PETER S. HELLER

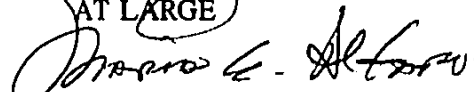


STANLEY J. BARTEL

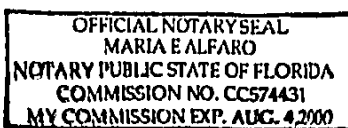
IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 13th day of March, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE



My Commission Expires:



(Name of Acknowledger Typed,
Printed or Stamped)
(Title or Rank)
(Serial Number, if any)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

FILED

37 MAR 17 PM 3:14

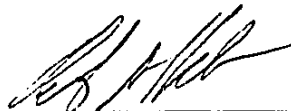
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GIBRALTER FUNDING CORPORATION desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 8603 S. Dixie Highway, Suite 208 Miami, FL 33143 has designated Peter S. Heller, Esq., located at 8603 S. Dixie Highway, Suite 208 Miami, Florida 33143, as its agent to accept process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



PETER S. HELLER, Resident Agent