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Law Offices of
Flaster Koppal and St.

A Partnership of Professional Associations

INTERCONTINENTAL BANK BUILDING
8211 W. BROWARD BLVD., SUITE 230
PLANTATION, FL 33324
(954) 370-7713 • FAX (954) 370-7849

LAWRENCE MICHAEL FLASTER
DOUGLAS L. BATES
WAYNE S. KOPPEL

April 30, 1997

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: GATSBY II, INC.

300002166153--0
-05/05/97--01108--019
****122.50 ****122.50

Dear Sir or Madam:


Enclosed are the original and two copies of the Articles of Incorporation, including Registered Agent form, of the above proposed corporation, together with a check in the amount of \$122.50.

Please return the certified copy to the attention of the undersigned at this office.

If you have any questions with reference to the filing of these Articles of Incorporation, please call me before returning the enclosures to this office.

Thank you for your consideration.

Very truly yours,

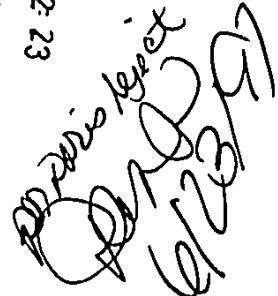

WAYNE S. KOPPEL

WSK:sab
Enclosures as stated.

SECRET
TALLAHASSEE, FLORIDA

97 JUN 20 PM 12:23

FILED





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1997

WAYNE S. KOPPEL, ESQUIRE
8211 W. BROWARD BLVD,
SUITE 230
PLANTATION, FL 33324

SUBJECT: GATSBY II, INC.
Ref. Number: W97000010819

We have received your document for GATSBY II, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 097A00025130

*Law Offices of
Flaster Koppell and Bates*

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April 30, 1997

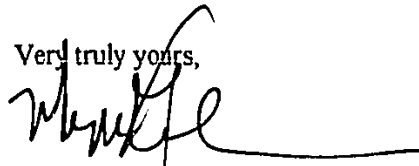
Dana Calloway
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: GATSBY II, INC.
Letter No. : 097A00025130
Ref No. : W97000010819

Dear Ms. Calloway:

Enclosed please find a copy of the letter that you sent to us dated May 12, 1997 with enclosures as well as a copy of the affidavit that we were able to obtain from Dennis Bradford an officer, director and registered agent of Gatsby II, Inc. As you will see from his affidavit he has no objection to the use of Gatsby II, Inc by another entity. If this meets with your approval please complete the filing of the enclosed documents and if any additional information is necessary please contact the undersigned.

Very truly yours,



WAYNE S. KOPPEL

WSK:kab
Enclosures as stated.

AFFIDAVIT OF DENNIS BRADFORD

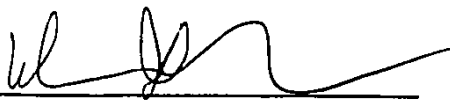
STATE OF OKLAHOMA)
COUNTY OF)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

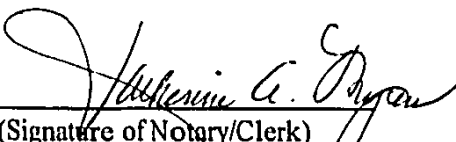
BEFORE ME, the undersigned authority, personally appeared, DENNIS BRADFORD, who
being by me first duly sworn upon his oath, deposes and says:

1. My name is Dennis Bradford and I am over 18 years of age.
2. I am/was an officer, director and registered agent of Gatsby Incorporated, a Florida corporation which has been inactive since February 9, 1995, and was administratively dissolved on August 23, 1996.
3. ~~Gatsby Incorporated will not be reinstated within the one-year period set forth by Florida Statute.~~ *MB*
4. I have no objection to the use of Gatsby II, Inc., by another entity.

FURTHER AFFIANT SAYETH NAUGHT.


DENNIS BRADFORD

The foregoing instrument was acknowledged before me, this 11th day of June, 1997, by DENNIS D. BRADFORD, who is personally known to me or who has produced _____ as identification.


(Signature of Notary/Clerk)
CATHERINE A. MYERS
(Printed Name)

My Commission Expires: 10/20/97

ARTICLES OF INCORPORATION

OF

GATSBY II, INC.

ARTICLE I

The name of this Corporation shall be GATSBY II, INC.

ARTICLE II

This Corporation shall begin upon the filing of these Articles and shall have perpetual existence.

ARTICLE III

The name and address of the initial registered agent and office are:

WAYNE S. KOPPEL
8211 W. Broward Boulevard, Suite 230
Plantation, FL 33324

ARTICLE IV

The purpose of the Corporation is to engage in any lawful business or activity.

ARTICLE V

This Corporation is authorized to issue one thousand (1000) shares of .001 dollar par value Common Stock.

ARTICLE VI

The name and address of the incorporator is:

SAUL KRUGER
2000 Presidential Way, Suite 1206
West Palm Beach, FL 33401

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TALLAHASSEE, FLORIDA

ARTICLE VII

The names and addresses of the initial directors and officers are:

SAUL KRUGER, President/Director
2000 Presidential Way, Suite 1206
West Palm Beach, FL 33401

ARTICLE VIII

The corporation's principal office shall be at 9897 W. Sample Road, Coral Springs, Florida,
and the corporation's mailing address shall be that same address.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 30 day of April, 1997.

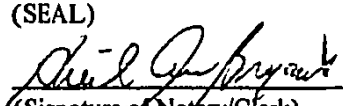


SAUL KRUGER

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me, this 30th day of April,
1997, by SAUL KRUGER, who is personally known to me
or who has produced _____ as identification.

(SEAL)

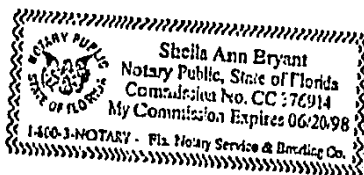


(Signature of Notary/Clerk)

(Printed Name)

(Title or Rank)

(Serial Number, if any)



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97 JUN 20 PM 12:23
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

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

First--That GATSBY II, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Coral Springs, County of Broward, State of Florida, has named WAYNE S. KOPPEL, located at 8211 W. Broward Boulevard, Suite 230, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY: 

WAYNE S. KOPPEL
Registered Agent

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TALLAHASSEE, FLORIDA