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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -1 PM 2:59

Date JULY 27, 1997

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

Re GLADSTONE'S INCORPORATE, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours, 400002260334--0
-08/07/97--01027--008
*****70.00 *****70.00

Andrew Phillips
(individual's name)
ANDREW PHILLIPS, Pdt

GLADSTONE'S, INC
(name of corporation)

MAILING ADDRESS OF CORPORATION		
11338 BISCAYNE BLVD.		
N., Miami, FL 33181		
PHONE		
(305)	445-3636	
Area Code	Number	Ext.

WS 8/7

ARTICLES OF INCORPORATION

of

GLADSTONE'S Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby incorporate under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

GLADSTONE'S INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of One dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	KATHLEEN PHILLIPS		
ADDRESS	11338 BISCAYNE BLVD.,		
CITY	N MIAMI,	FLORIDA	ZIP 33181

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	ANDREW PHILLIPS Pdt		
ADDRESS	9780 NE 13 Avenue		
CITY	N MIAMI	STATE	FL ZIP 33181
NAME	MATHEW PHILLIPS		
ADDRESS	9800 NE 13 Avenue		
CITY	N MIAMI	STATE	FL 33128
NAME			

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ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	ANDREW PHILLIPS		
ADDRESS	9780 NE 13 Avenue		
CITY	N MIAMI	STATE	FL 33181
NAME	MATHEW PHILLIPS		
ADDRESS	9800 NE 13th Avenue		
CITY	N MIAMI	STATE	FL ZIP 33138
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of JULY, 19 97.

Andrew Phillips (Seal)
Mathew Phillips (Seal)
 _____ (Seal)

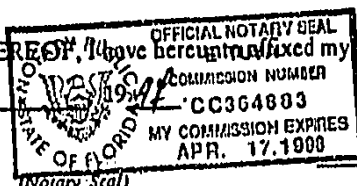
STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

ANDREW PHILLIPS AND MATHEW PHILLIPS

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal in the State and County aforesaid, this 27 day of July



(Notary Seal)

(Notary Public, State of Florida at Large)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

GLADSTONE'S INC.

(name of corporation)

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Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 11338 BISCAYNE BLVD.
NORTH MIAMI, FL. 33181

has named KATHLEEN PHILLIPS
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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 Florida Law in keeping open said office.

Kathleen Phillips
KATHLEEN PHILLIPS (registered agent)