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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LUKACS & LUKACS, P.A.
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NAME: GATOR PROPERTIES, INC.
AUDIT NUMBER.....H97000013326
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1 PAGES..... 4
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AUDIT NO. H97000013328

Articles of Incorporation for Gator Properties, Inc.

The undersigned for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

Article I Name of Corporation

The name of this corporation shall be **Gator Properties, Inc.**

Article II Purposes

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article III Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive

Prepared by: John C. Lukacs, Esquire
1825 Coral Way
Miami, Florida 33146
Phone No. (305) 858-9600
Florida Bar No. 382727
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Article IV Duration

This corporation shall have perpetual existence.

Article V Board of Directors

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial Directors of this corporation are:

Paul N. Waddell
6900 Yumuri Street
Coral Gables, Florida 33143

Article VI Informal Shareholder Action

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

Article VII Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article VIII Indemnification

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

Article IX Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a Corporation.

Article X Registered Agent

The address of this corporation's initial registered office and the designated initial registered agent at said address is as follows:

**Paul N. Waddell
6900 Yumuri Street
Coral Gables, Florida 33143**

Article XI Incorporator

The name and address of the Incorporator is as follows:


**Paul N. Waddell
6900 Yumuri Street
Coral Gables, Florida 33143**

Article XII Corporate Address

The mailing address of the corporation is as follows:

**6900 Yumuri Street
Coral Gables, Florida 33143**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on August 13, 1997.



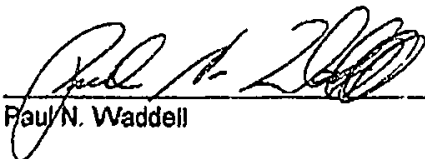
Paul N. Waddell, Incorporator

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IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in Section 607.0505 Florida Statutes.


Paul N. Waddell

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The preceding or attached instrument was acknowledged before me on August 13, 1997
by Paul N. Waddell

He is personally known to me or has produced Florida Drivers License No. W340-694-63-017-0

as identification and did not take an oath



ROBIN LUKACS
Notary Public, State of Florida
My Comm. Exp. OCT. 4, 1999
Commission No. CC498223

Place notary seal and commission expiration stamp above this line.


Signature of Notary Public

Robin Lukacs

Print or Type Name of Notary Public

AUDIT NO. H97000013320