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ICARDI & ICARDI, P.A.

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Aldo Icardi
Jeffrey A. Icardi

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August 11, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: GEMBECKI ENTERPRISES, INC.

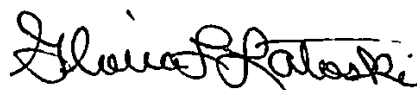
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****122.50 ****122.50

Dear Sir/Madam:

Enclosed are an original plus one copy of the Articles of Incorporation for Gembecki Enterprises, Inc. and a check in the sum of \$122.50. Also enclosed is a stamped, self-addressed envelope for return of the conformed copy.

Thank you.

Very truly yours,



Gloria L. Latoski
Legal Assistant

/gl
Enclosures
cc: Mr. Mark Gembecki

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 14 AM 8:55

4-15-97
DS

**ARTICLES OF INCORPORATION
OF
GEMBECKI ENTERPRISES, INC.**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 14 AM 8:55**

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is GEMBECKI ENTERPRISES, INC. and the principal address for the corporation is 1372 Bennett Drive, Unit 156, Longwood, Florida 32750.

ARTICLE II. DURATION

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue:

7,500 shares of common stock at par value of \$1.00 per share

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 237 Lookout Place, Suite 100, Maitland, Florida 32751 and the name of the initial registered agent for the corporation at the address is Jeffrey A. Icardi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially, who shall manage the corporation until such time as shares of stock in the corporation are duly issued. The name and address of the initial director of the corporation is:

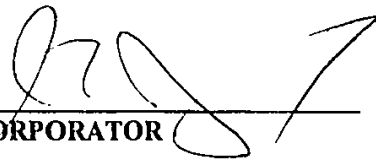
**Mark Gembecki
1372 Bennett Drive, Unit 156
Longwood, Florida 32750**

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is:

**Jeffrey A. Icardi
Post Office Box 1656
Maitland, Florida 32794-1656**

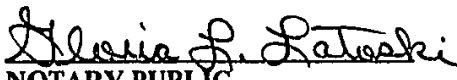
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 11th day of August, 1997.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the
State and County stated above, personally appeared JEFFREY A. ICARDI, who is personally
known to me and known to me to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the state and county aforesaid, this 11th day of August, 1997.


NOTARY PUBLIC
My Commission Expires:

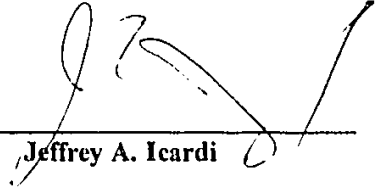


GLORIA L. LATOSKI
My Commission CC435052
Expires Mar 02, 1999
Bonded by HAI
800-422-1555

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

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

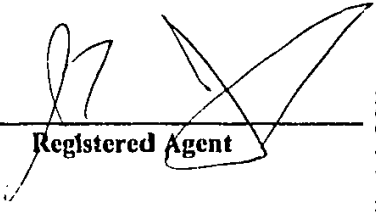
First, that GEMBECKI ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Maitland, County of Orange, State of Florida, has named Jeffrey A. Icardi, located at 237 Lookout Place, Suite 100, City of Maitland, County of Orange, State of Florida, as its agent to accept service of process within this state.

BY: 

Jeffrey A. Icardi

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.

BY: 

Registered Agent

97 AUG 14 AM 8:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS