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9/08/97

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GAZELLE HOLDINGS, INC.

AUDIT NUMBER.....H97000014753

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

66/8/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1997

EMPIRE

SUBJECT: GAZELLE HOLDINGS, INC.
REF: W97000020613

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of 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 (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000014753
Letter Number: 397A00044637

497000014753
ARTICLES OF INCORPORATION

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OF

97 SEP -8 PM 3:17

GAZELLE HOLDINGS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this Corporation is:

GAZELLE HOLDINGS, INC., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared by:
Mark B. Goldstein, Esquire
2255 Glades Road, Suite 236W
Boca Raton, Florida 33431
(561) 995-9350
Florida Bar No. 705276

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ARTICLE VII.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, and the principal place of business of the Corporation is: 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431.

ARTICLE IX.

This Corporation shall have (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 address of the initial Director of this Corporation is:

MARK WEINER
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FLORIDA 33431

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FLORIDA 33431

ARTICLE X.

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

MARK. B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FLORIDA 33431

ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of September, 1997.

GAZELLE HOLDINGS, INC., a Florida Corporation

BY: 
MARK B. GOLDSTEIN, Incorporator


STATE OF FLORIDA

COUNTY OF PALM BEACH

} ss:
)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 4th day of September, 1997, in the County and State aforesaid.


PRINT NAME: ANGELA CATHERINE WASMEH
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:



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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **GAZELLE HOLDINGS, INC.**, A FLORIDA CORPORATION DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE,
AS INDICATED IN THE ARTICLES OF INCORPORATION AT: 2255 GLADES ROAD, SUITE
236W, BOCA RATON, FLORIDA 33431, HAS NAMED: MARK B. GOLDSTEIN, 2255 GLADES
ROAD, SUITE 236W, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

GAZELLE HOLDINGS, INC., a Florida
Corporation

BY: [Signature]
MARK B. GOLDSTEIN, DIRECTOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

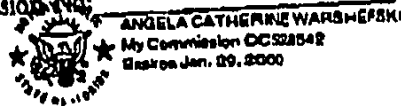
BY: [Signature]
MARK B. GOLDSTEIN
Dated:

STATE OF FLORIDA }
COUNTY OF PALM BEACH } ss:

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer
oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to
be the person described in and who executed the foregoing instrument, who acknowledged before me
that he executed the same, that I relied upon the following form of identification of the above-named
person: Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 4th day of September, 1997, in the County
and State aforesaid.

[Signature]
PRINT NAME: ANGELA WARSHEFSKI
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No:



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STATE OF FLORIDA
TALLAHASSEE, FLORIDA