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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GREENBERG TRAUERIG (WEST PALM BEACH)
CONTACT: JUDITH EQUELS OR JAN CRANK
PHONE: (561)650-7900

ACCT#: 075201001473

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NAME: F.G.P. REALTY CORP.

AUDIT NUMBER.....H97000017910

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
F.G.P. REALTY CORP.

ARTICLE I - NAME

The name of this corporation is F.G.P. REALTY CORP. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Greenberg Traurig
777 South Flagler Drive
Suite 310 East Tower
West Palm Beach, FL 33401

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue one thousand shares of \$1.00 par value common stock, which shall be designated "Common Stock."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

Prepared By: Allan Salovin, Esq.
Florida Bar No: 234988
Greenberg Traurig
777 S. Flagler Drive, Suite 310-E
West Palm Beach, FL 33401
Telephone: 561-650-7916
Fax: 561-655-0222

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ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

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

Allan Salovin
Greenberg Traurig
777 South Flagler Drive
Suite 310 East Tower
West Palm Beach, FL 3341

ARTICLE IX - INCORPORATOR

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

Allan Salovin
Greenberg Traurig
777 South Flagler Drive
Suite 310 East Tower
West Palm Beach, FL 33401

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of October 1997.


Allan Salovin, Incorporator

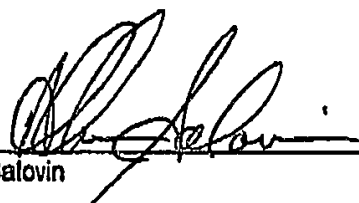
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 28th day of October 1997.


Allan Salovin

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