

BLAINE H. HIBBERD, P.A.

ATTORNEY AT LAW
320 SOUTHEAST 9TH STREET
FORT LAUDERDALE, FLORIDA 33316
TELEPHONE: 954-768-0070 FACSIMILE: 954-768-0078

October 30, 1997

Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

400002335774--8
-11/03/97-01018-020
*****70.00 *****70.00

Re: Articles of Incorporation of Gateway Excess and Surplus, Inc.

Dear Sir or Madam:

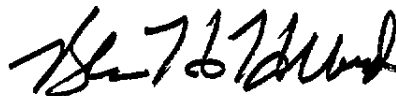
Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles and return the copy to me with the filing confirmation letter at the mailing address below:

Blaine H. Hibberd, Esq.
Blaine H. Hibberd, P.A.
320 Southeast 9th Street
Ft. Lauderdale, Florida 33316

I have enclosed a check in the amount of \$70.00 representing the costs of filing the Articles of Incorporation and the registered agent designation.

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact me at 954-768-0070.

Sincerely,



Blaine H. Hibberd, Esq.

FILED
97 NOV -3 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

297-5325-168
11/4/97

**ARTICLES OF INCORPORATION
OF
GATEWAY EXCESS AND SURPLUS, INC.**

FILED
97 NOV -3 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be Gateway Excess and Surplus, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares at \$.01 par value per share. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action,

suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

John Michael
21820 Burbank Blvd. Suite 270
Woodland Hills, California 91367

Robert Iritano
21820 Burbank Blvd. Suite 270
Woodland Hills, California 91367

ARTICLE X

The initial registered agent of the corporation is Blaine H. Hibberd, Esq. The street address of the corporation's initial registered office is:

Blaine H. Hibberd, P.A.
320 Southeast 9th Street
Fort Lauderdale, Florida 33316

ARTICLE XI

The initial principal place of business and mailing address of this corporation shall be:

Gateway Excess and Surplus, Inc.
21820 Burbank Blvd. Suite 270
Woodland Hills, California 91367

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Blaine H. Hibberd, Esq.
Blaine H. Hibberd, P.A.
320 Southeast 9th Street
Fort Lauderdale, Florida 33316

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on October 30, 1997.


Blaine H. Hibberd, Esq. Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

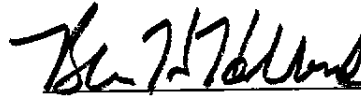
Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Gateway Excess and Surplus, Inc..

The name and address of the registered agent and office is:

Blaine H. Hibberd, Esq.
Blaine H. Hibberd, P.A.
320 Southeast 9th Street
Fort Lauderdale, Florida 33316

97 NOV -3 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Blaine H. Hibberd, Esq. Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Blaine H. Hibberd, Esq.

Date: _____

10/30/97