



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 629440 11504A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 10, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 629440-005

CUSTOMER NO: 11504A

700002368047--6
-12/10/97--01048--004
****122.50 ****122.50

CUSTOMER: Mark Grand, Esq
GRAND & GRAND, P.A. VENTURE
CORPORATE CENTER
Building I, Suite 450
3440 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: GAY MARIE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 2:25

RECEIVED
97 DEC 10 AM 11:28
DIVISION OF CORPORATIONS

12/10/97

ARTICLES OF INCORPORATION
OF

GAY MARIE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 10 PM 2:25

ARTICLE I - NAME & ADDRESS

The name of this corporation is:

GAY MARIE, INC.

The mailing address of this corporation is:

1483 SW 158th Avenue, Pembroke Pines, FL 33027

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on December 1, 1997; provided that if such day be unauthorized by law, then on the next earliest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one (\$1.00) dollar par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is MARK S. GRAND, ESQ., 3440 Hollywood Blvd., Suite #450, Hollywood, FL 33021.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two 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. The initial directors of this corporation shall be Allen Fields and Gay

Marie Fields, of 1483 SW 158th Avenue, Pembroke Pines, FL 33027.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is
MARK S. GRAND, ESQ., 3440 Hollywood Boulevard, Suite #450,
Hollywood, Florida 33021.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors,
and former officers and directors, to the full extent permitted by
law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 9th day of December, 1997.



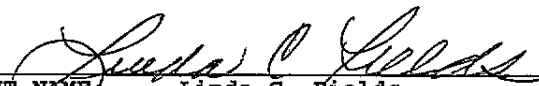
MARK S. GRAND, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.:

The foregoing Articles of Incorporation were acknowledged
before me this 9th day of December, 1997 by MARK S. GRAND.




LINDA C. FIELDS
My Comm. Expires Dec. 27, 2000
Commission No. CC607165



PRINT NAME: Linda C. Fields
Personally known xx
Or Produced Identification _____
Type of Identification Produced: _____

OATH OF ACCEPTANCE OF REGISTERED AGENT:

Having been named as Registered Agent to accept service of process as above, I hereby accept to act in said capacity and agree to comply with requirements of law in said regard including keeping open said office.



MARK S. GRAND (SEAL)

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SECRETARY OF STATE
MISSISSIPPI CORPORATIONS
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