

LAW OFFICES
JONES & WADE
707 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 833-4345
FACSIMILE (561) 833-4491

DANIEL H. JONES
FLORIDA BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER

JERRY M. WADE, II

OF COUNSEL
DAVID H. BLUDWORTH

December 16, 1997

P97000106517

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002376270--1
-12/18/97--01030--007
***122.50 ***122.50

RE: GMT MARBELLA, INC.

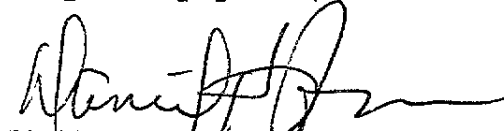
Dear sir/madam:

Enclosed please find the Articles of Incorporation for GMT MARBELLA, INC. I have also included a copy of such Articles in order that they may be certified by you and returned for our files. In addition, we have enclosed the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$122.50

I appreciate your assistance in this matter and please do not hesitate to contact me directly if you have any questions or problems concerning this matter.

Very truly yours,


DANIEL H. JONES

DHJ/kml

Enclosures

FILED
97 DEC 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 12-19-97

ARTICLES OF INCORPORATION

OF

GMT MARBELLA, INC.

ARTICLE I - NAME

The name of this Corporation is GMT MARBELLA, INC.

FILED
97 DEC 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at: 822 Marbella Lane, Lantana, Florida 33462. The mailing address of the corporation is the same.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Each stockholder, 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 the issuance of fractional shares) at the price which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be: 707 North Flagler Drive, West Palm Beach, Florida 33401 and the initial registered agent of this Corporation at such office shall be: DANIEL H. JONES, who upon accepting this designation agrees to comply with the provisions of Sections 607.0501 and 607.0505, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: DANIEL H. JONES, 707 North Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the stockholders.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendments to them. Any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of December, 1997.


DANIEL H. JONES

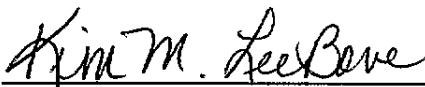
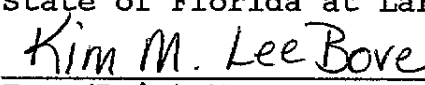
STATE OF FLORIDA }
COUNTY OF PALM BEACH }

The foregoing Articles of Incorporation were acknowledged before me this 16th day of December, 1997 by DANIEL H. JONES, who is personally known to me or who has produced XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX as identification, bearing identification number XXXXXXXXXXXXXXXXXXXX.



Kim M. LeeBove
MY COMMISSION # CC605343 EXPIRES
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)


NOTARY PUBLIC
State of Florida at Large

Type/Print Name

My Commission Expires: 01/08/2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida:

1. The name of the corporation is GMT MARBELLA, INC.
2. The name and address of the registered agent and registered office is:

DANIEL H. JONES
707 North Flagler Drive
West Palm Beach, Florida 33401

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 12/16/97


DANIEL H. JONES

FILED
97 DEC 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA