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AVENTURA, FLORIDA 33180-1430

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OF COUNSEL
SUSAN L. ALSPECTOR
ALAN B. GEST

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VIA FEDERAL EXPRESS

February 3, 1998

New Filings Section
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: Gnosis Flood Group, Inc.
Our File No. 96-029

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-02/04/98--01111--003
****122.50 ****122.50

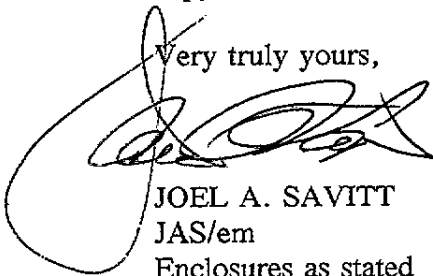
Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Gnosis Flood Group, Inc." together with my check in the amount of \$122.50.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Also enclosed is a self-addressed Federal Express Invoice for use in your returning the certified copy to me via overnight courier.

Very truly yours,


JOEL A. SAVITT
JAS/em
Enclosures as stated

FILED
98 FEB -4 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joel Savitt GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VIII - spelling of Melissa
DATE 2/5
DOL. EXAM BB

B. BROCK FEB 05 1998

ARTICLES OF INCORPORATION
OF
GNOSSIS FLOOD GROUP, INC.

98 FEB -4 AM 10: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

We, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is GNOSSIS FLOOD GROUP, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is:

823 N.E. 71st Street
Boca Raton, Florida 33487

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of the signing of these Articles of Incorporation by the Incorporators herein.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 823 N. E. 71st Street, Boca Raton, Florida 33487, and the name of the initial registered agent of this corporation at that address is Melissa Palma.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1).

The names and addresses of the initial directors of this corporation are:

SCOTT A. PALMA President
823 N.E. 71st Street
Boca Raton, Florida 33487

MICHAEL FARRELL Vice-President
823 N.E. 71st Street
Boca Raton, Florida 33487

MELISSA PALMA Secretary
823 N.E. 71st Street
Boca Raton, Florida 33487

ARTICLE X

INCORPORATORS

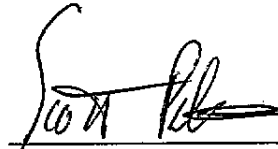
The names and addresses of the Incorporators are:

SCOTT A. PALMA
823 N.E. 71st Street
Boca Raton, Florida 33487

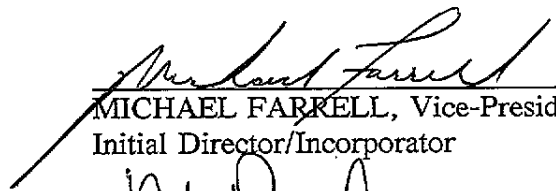
MICHAEL FARRELL
823 N.E. 71st Street
Boca Raton, Florida 33487

MELISSA PALMA
823 N.E. 71st Street
Boca Raton, Florida 33487

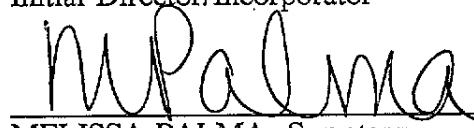
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
on this 3rd day of February, 1998.



SCOTT A. PALMA, President
Initial Director/Incorporator



MICHAEL FARRELL, Vice-President
Initial Director/Incorporator



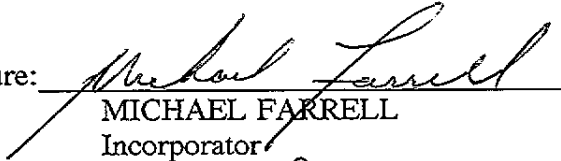
MELISSA PALMA, Secretary
Initial Director/Incorporator


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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Gnosis Flood Group, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 823 N. E. 71st Street, Boca Raton, Florida 33487, has named Melissa Palma, located at 823 N. E. 71st Street, Boca Raton, Florida 33487, as its agent to accept service of process within the State of Florida.

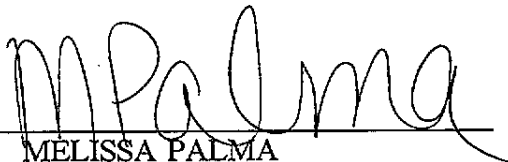
Signature: 
SCOTT A. PALMA
Incorporator

Signature: 
MICHAEL FARRELL
Incorporator

Signature: 
MELISSA PALMA
Incorporator

Dated: February 3, 1998

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 
MELISSA PALMA
Registered Agent

Dated: February 3, 1998

FILED
98 FEB -4 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA