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ACCOUNT NO. : 072100000032

REFERENCE : 695377 129153A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 PM 12:30

ORDER DATE : February 5, 1998

ORDER TIME : 10:37 AM

ORDER NO. : 695377-015

CUSTOMER NO: 129153A

CUSTOMER: Carolyn E. Moore, Legal Asst
JAMES R. MEROLA, P.A.

000002422450--3

Suite 204
11380 Prosperity Farms Road
Palm Beach Grds, FL 33410

DOMESTIC FILING

NAME: GAPS FUNDING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
98 FEB -5 AM 11:31
DIVISION OF CORPORATION

2/5/98

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 PM 12:30

GAPS FUNDING CORPORATION

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be GAPS FUNDING CORPORATION, and the principal place of business shall be Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410.

ARTICLE II
DURATION

This Corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the Laws of the State of Florida or of the United States of America.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) Shares of Capital Stock with a par value of One and No/100 (\$1.00) Dollars per Share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the Corporation is Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, and the name of the initial Registered Agent is JAMES R. MEROLA.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The number of Directors may be increased or decreased from time to time by the By-

Laws but shall never be less than one (1) nor more than nine (9). The names and addresses of the initial Directors are:

SCOTT T. KIMMEL
Suite 201
3650 North Federal Highway
Pompano Beach, Florida 33064

GERALD A. WISEBERG
19090 Cloister Lake Lane
Boca Raton, Florida 33498

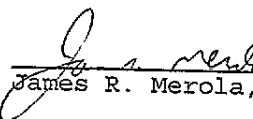
STEPHEN EGAN
Apartment 506
5600 Poinsettia Avenue
West Palm Beach, Florida 33407

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:


JAMES R. MEROLA
Suite 204
11380 Prosperity Farms Road
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 4th day of February, 1998.


James R. Merola, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day of February, 1998, by JAMES R. MEROLA, who is personally known to me or who has produced _____ as identification.


(print name)

Notary Public, State of Florida
My Commission Expires:



CAROLYN E. MOORE
MY COMMISSION # CC342429 EXPIRES
February 13, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

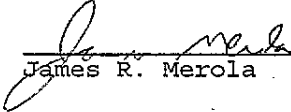
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, GAPS FUNDING CORPORATION, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at Palm Beach County, Florida, has named JAMES R. MEROLA, Suite 204, 11380 Prosperity Farms Road, Palm Beach Gardens, Florida, 33410, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated by this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


James R. Merola

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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