

CAPITAL CONNECTION, INC.

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Om/Calt, Inc.

Art of Inc. File 9800002424599--6

LTD Partnership File -02/09/98--01006--009
***122.50 ***122.50

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

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02-09-98

ARTICLES OF INCORPORATION

OF

OM/Galt, Inc.

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The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is OM/Galt, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is OM/Galt, Inc. c/o Kluger, Peretz, Kaplan & Berlin, P.A., 1700 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131, and the corporation's mailing address is Kluger, Peretz, Kaplan & Berlin, P.A., 1700 Miami Center, 201 So. Biscayne Blvd., Miami, FL 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Jon Chassen, Esquire. The street address of the corporation's initial registered office is 1700 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Jon Chassen, Esquire, 1700 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VIII

BYLAWS


The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of February, 1998.



Jon Chassen

CERTIFICATE OF REGISTERED AGENT

OF

OM/Galt, Inc.

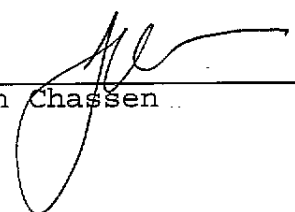
Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That OM/Galt, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Jon Chassen, Esquire, located at 1700 Miami Center, 201 So. Biscayne Blvd., Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

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

Dated this 4th day of February, 1998.



Jon Chassen

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