

KIRKPATRICK & LOCKHART LLP

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TROY J. RILLO
(305) 539-3355
RILLOT@KL.COM

June 23, 1998

Secretary of State of Florida
Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: GVEC Acquisition, Inc.

900002570979--2

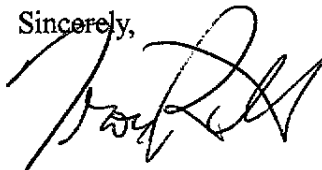
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****122.50 ****122.50

Ladies and Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation for GVEC Acquisition, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 for the filing fee and a certified copy of the Articles of Incorporation. Please return the certified copy to me at the above address.

Thank you for your cooperation with this matter.

Sincerely,



Troy J. Rillo

Enclosures

cc: Mr. Mead McCabe, Jr.
Clayton E. Parker, Esquire

APPROVED
AND
FILED
98 JUN 24 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GVEC ACQUISITION, INC.

The undersigned, acting as incorporator of **GVEC Acquisition, Inc.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is GVEC Acquisition, Inc.

ARTICLE II

ADDRESS

The street and mailing address of this Corporation shall be GVEC Acquisition, Inc., 5201 N.W. 77th Avenue, Suite 100, Miami, Florida 33166.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

APPROVED
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98 JUN 24 AM 8:03
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TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 100 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's office shall be c/o Kirkpatrick & Lockhart LLP, Suite 2000, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Troy J. Rillo, Esquire.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

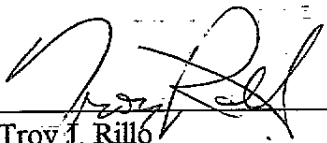
Name

Address

Troy J. Rillo, Esquire

201 South Biscayne Boulevard, Suite 2000
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of June, 1998.



Troy J. Rillo
Incorporator

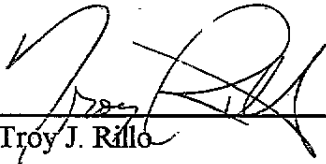
CERTIFICATE OF REGISTERED AGENT

OF

GVEC ACQUISITION, INC.

Having been named to accept service of process for **GVEC Acquisition, Inc.** at the place designated in the foregoing Articles of Incorporation, Troy J. Rillo, Esquire, agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: June 23, 1998.



Troy J. Rillo

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AND
FILED

98 JUN 24 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA