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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
(850) 487-6891 6013

FAX #:

FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305) 374-7580

FAX #:

(305) 350-2446

NAME: GATEWAY FUND PARTNERS I, INC.

AUDIT NUMBER.....H98000020236

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 10/30/98

ARTICLES OF INCORPORATION
OF
GATEWAY FUND PARTNERS I, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is GATEWAY FUND PARTNERS I, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

7900 Miami Lakes Drive West
Miami, Florida 33016-5897.

ARTICLE III -- PURPOSE

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

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

7900 Miami Lakes Drive West
Miami, Florida 33016-5897;

and the name and address of the initial registered agent of this corporation are:

Name _____

Address

Carol A. Fenello

7900 Miami Lakes Drive West
Miami, Florida 33016-5897.

This instrument prepared by:
Lissette Benitez, Esquire
Florida Bar No. 0987794
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131
Telephone: 305-374-7580

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Address

Carol A. Fenello

7900 Miami Lakes Drive West
Miami, Florida 33016-5897.

ARTICLE VIII -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of her appointment as registered agent therein as of the 30th of October 1998.


Carol A. Fenello, Incorporator and Registered Agent

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