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THE STERLING COMPANIES
REAL ESTATE
INVESTMENT & MANAGEMENT

FILED

99 FEB -1 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

209 PHIPPS PLAZA
PALM BEACH, FLORIDA 33480
(561) 835-1810
(561) 833-4118 FACSIMILE

Friday, January 29, 1999

Via Federal Express

Florida Department of State
409 East Gaines Street
P.O. Box 1500
Tallahassee, FL 32399

4000002760894--8
-02/01/99--01137--002
*****78.50 *****78.50

Re: GSM Management, Inc.

Dear Madam or Sir:

Enclosed please find the original and one copy of Articles of Incorporation for the above named corporation for filing with your office. Also enclosed is a check made payable to the Florida Department of State in the amount of \$78.50 for the necessary filing fees as follows:

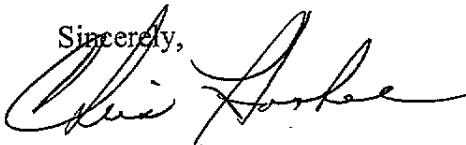
Filing Fee - \$70.00
Certified Copy - 8.50
\$78.50

Upon your filing of same, we would appreciate your furnishing to our office a certified copy of the Articles of Incorporation in the Federal Express return envelope which is enclosed for your convenience.

Should you have any questions, please contact the undersigned.

Thank you for your cooperation and assistance in this regard.

Sincerely,



Chris Hooker
for Gregory S. Moross

Enclosures

P. Hall

FEB - 3 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GSM MANAGEMENT, INC.

ARTICLE I - NAME

The name of this corporation is GSM Management, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

211 Phipps Plaza
Palm Beach, Florida 33480

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The corporation shall have perpetual existence commencing on February 1, 1999.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one thousand shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Gregory S. Moross
211 Phipps Plaza
Palm Beach, Florida 33480

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

Gregory S. Moross
211 Phipps Plaza
Palm Beach, Florida 33480

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of January, 1999.



Gregory S. Moross

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETED DISCHARGE OF ITS DUTIES.

Dated this 29 day of January, 1999.



Gregory S. Moross

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TALLAHASSEE, FLORIDA