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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

GAZELLE MANUFACTURING INDUSTRIES, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

GAZELLE MANUFACTURING INDUSTRIES, INC., a Florida Corporation

ARTICLE I

The name of this Corporation is:

GAZELLE MANUFACTURING INDUSTRIES, INC., a Florida Corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:

MARK R. GOLDSTEIN, ESQUIRE
MARK R. GOLDSTEIN P.A.
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431
(561) 989-9955

FBN-705276

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2255 Glades Road, Suite 236W, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2255 Glades Road, Suite 236W, Boca Raton, Florida 33431.

ARTICLE IX

This Corporation shall have Two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

MARK WIENER
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

ARTICLE X

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

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

ARTICLE XI
AMENDMENT:

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

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of February, 1999.

GAZELLE MANUFACTURING
INDUSTRIES, INC., a Florida
Corporation

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 15 day of February, 1999, in the County and State aforesaid.



ANGELA CATHERINE WARSHAWSKI
My Commission CC638642
Expires Jan. 28, 2000

[Signature]
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT GAZELLE MANUFACTURING INDUSTRIES, INC., A FLORIDA
CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL 33431
HAS NAMED MARK B. GOLDSTEIN, LOCATED AT 2255 GLADES ROAD, SUITE
236W, BOCA RATON, FL 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

GAZELLE MANUFACTURING INDUSTRIES,
INC., a Florida Corporation

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

GAZELLE MANUFACTURING
INDUSTRIES, INC., a Florida Corporation

BY: [Signature]
MARK B. GOLDSTEIN
Dated: 2/11/99

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH }

I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN,
known to me to be the person described in and who executed the foregoing instrument, who
acknowledged before me that he executed the same, that I relied upon the following form of
identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 15 day of February, 1999, in the
County and State aforesaid.



[Signature]
PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires

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