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LAW OFFICES
DAVID A. CHENKIN, ESQ., P.A.

March 11, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002805501--9
-03/15/99--01060--011
*****78.75 *****78.75

RE: GAYBORHOOD, INC.
A Florida Corporation

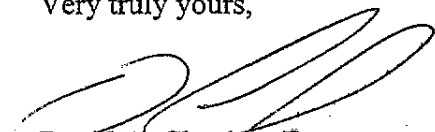
Dear Sir or Madam:

Enclosed herein for filing are the Articles of Incorporation of GAYBORHOOD, INC. Please file the enclosed Articles of Incorporation and return same date stamped to the undersigned in the enclosed self addressed stamped envelope.

Also, enclosed you will find this firms check for \$78.75 made payable to the Secretary of State, State of Florida to cover the filing fee for same.

Should you have any questions, please contact us.

Very truly yours,



David A. Chenkin, Esq.

cc. Sandee Birdsong, Pres. (w/o encl; via facsimile.)

FILED
99 MAR 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GAYBORHOOD, INC.**

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99 MAR 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GAYBORHOOD, INC.

The address of the principal office of this corporation shall be 2400 East Commercial Blvd., Suite 211, Fort Lauderdale, Florida, 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.001 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2400 East Commercial Blvd., Suite 211, Fort Lauderdale, Florida, 33308, and the name of the initial registered agent of the corporation at that address is SANDEE BIRDSONG.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have four (4) officers and four (4) directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

SANDEE BIRDSONG Dir./President	2400 E. Commercial Blvd., Ste 211 Fort Lauderdale, Florida, 33308
MARGARET P. MOSS Dir./Vice President	2400 E. Commercial Blvd., Ste 211 Fort Lauderdale, Florida, 33308
MICHAEL COFFIN Dir./Treasurer	2400 E. Commercial Blvd., Ste 211 Fort Lauderdale, Florida, 33308
GERALDO ARRIAGA Dir./Secretary	2400 E. Commercial Blvd., Ste 211 Fort Lauderdale, Florida, 33308

ARTICLE VII. INCORPORATOR

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

SANDEE BIRDSONG
2400 E. Commercial Blvd., Ste 211
Fort Lauderdale, Florida 33458

ARTICLE VIII. INFORMAL DIRECTOR ACTION

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

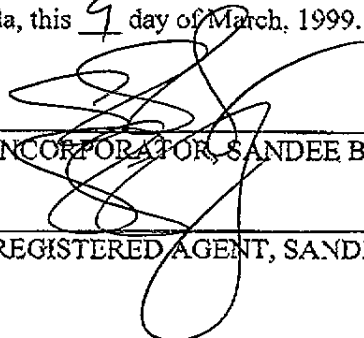
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation in the State of Florida, this 9 day of March, 1999.



INCORPORATOR, SANDEE BIRDSONG

REGISTERED AGENT, SANDEE BIRDSONG

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared SANDEE
BIRDSONG, who, being first duly sworn by me, deposes and says that the foregoing
instrument is true and correct to the best of her knowledge, information and belief.

SWORN TO AND SUBSCRIBED before me this 9th day of March, 1999.

My Commission Expires:





NOTARY PUBLIC, State of Florida

☒ Personally known to me, or

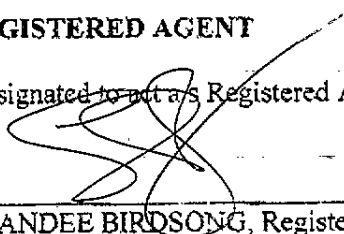
Produced identification

Did take an oath;

Did not take an oath

ACCEPTANCE OF REGISTERED AGENT

SANDEE BIRDSOING having been designated to act as Registered Agent,
hercby agrees to act in this capacity.



SANDEE BIRDSOING, Registered Agent

FILED
99 MAR 15 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA