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LAW OFFICES OF
BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

ONE BISCAYNE TOWER, SUITE 3599
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0501
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June 14, 1999

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

re: Gilder Management Group, Inc..

FILED
99 JUN 16 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed for filing is an original and a copy of Articles of Incorporation for the above named company.

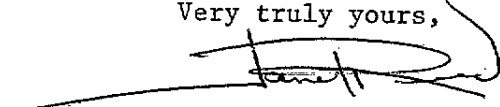
Additionally, a check in the amount of \$122.50, is enclosed in payment of the filing fee.

Please return the copy, of the articles, to the address above.

Should you have any questions please contact the undersigned. Thank you for your attention to this matter.

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-06/16/99--01075--001
****122.50 ****78.75

Very truly yours,


Janet Reed
Legal Assistant

D. BROWN JUN 16 1999

ARTICLES OF INCORPORATION
OF
GILDER MANAGEMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1

The name of the corporation is **GILDER MANAGEMENT GROUP, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is One thousand (1,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

Prepared by:
Mark J. Bryn
FL Bar # 321842
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
(305) 374-0501

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Warren Gilbert	-	President/Director
12000 N. Bayshore Drive		
Suite 210		
North Miami, Florida 33187		

Stanley Snyder	-	Secretary/Treasurer
3675 N. Country Club Dr.		
Apt. 1906		
Aventura, Florida 33180		

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

Warren Gilbert
12000 N. Bayshore Drive
Suite 210
North Miami, Florida 33187

ARTICLE VII

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

Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131

ARTICLE VIII

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only

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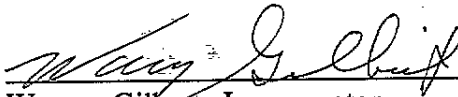
by the shareholders of the corporation.

ARTICLE IX

The principal place of business and mailing address of this corporation is:

12000 N. Bayshore Drive
Suite 210
North Miami, Florida 33187

EXECUTED at Miami, Florida, this 10 day of JUNE, 1999.


Warren Gilbert, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

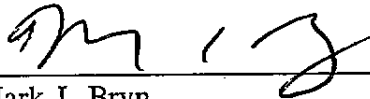
In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

GILDER MANAGEMENT GROUP, INC. desiring to organize
under the laws of the State of Florida, hereby designates Mark J.
Bryn as its registered agent and 2 South Biscayne Boulevard,
Suite #3599, Miami, Florida 33131, as its registered office.

Prepared by:
Mark J. Bryn
FL Bar # 321842
2 S. Biscayne Blvd.
Suite 3599
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ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Mark J. Bryn

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