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LAW OFFICES OF
ANDREW E. FARBER, P.A.

23123 STATE ROAD 7
SUITE 350-B
BOCA RATON, FLORIDA 33428

ANDREW E. FARBER

TELEPHONE: (561) 451-1969
FAX: (561) 883-1962

OF COUNSEL:
ELLIOT GREENE

May 12, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: The Gerald Corporation

Gentlemen:

Enclosed please find:

i) an original of Articles of Incorporation and one photocopy
for the above referenced corporation;

ii) a check for \$70.00 representing the filing fee and fee for
registered agent designation for the above referenced corporation.

Please file the enclosed Articles and return a stamped copy
thereof to the undersigned at the address at the top of this
letter.

Thank you for your assistance. If you have any questions,
please do not hesitate to contact me.

Very truly yours,

Andrew E. Farber
For the Firm

AEF/kl
enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 25, 1999

ANDREW E. FARBER, ESQ.
23123 STATE RD. 7, SUITE 350-B
BOCA RATON, FL 33428

SUBJECT: THE GERALD CORPORATION
Ref. Number: W99000012204

We have received your document for THE GERALD CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 099A00028855

ARTICLES OF INCORPORATION
OF
THE GERALD INVESTMENT CORPORATION

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is The Gerald Investment Corporation.

Article II - Commencement

The existence of this corporation shall commence with the filing of these Articles of Incorporation.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428 and the name and address of the initial registered agent is Andrew E. Farber, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

Article VI - Principal Office

The principal office and mailing address of this corporation shall be 23123 State Rd. 7, Suite 350-B, Boca Raton, Florida 33428.

Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial directors are:

Mike Paduano	23123 State Rd. 7, #350-B Boca Raton, FL 33428
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Eric Goldberg	23123 State Rd. 7, #350-B Boca Raton, FL 33428
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Article VIII - Incorporator

The name and address of the person signing these Articles is:
Andrew E. Farber, Suite A, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

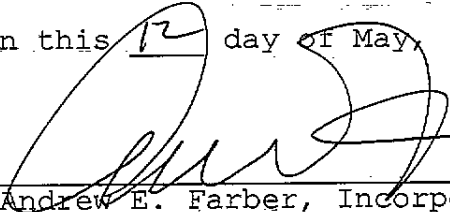
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, this corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The 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 incorporator has executed these Articles of Incorporation this 12 day of May, 1999.



Andrew E. Farber, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THE GERALD INVESTMENT CORPORATION DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 23123 STATE Rd. 7, SUITE
350-B, IN THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED
ANDREW E. FARBER, LOCATED AT 23123 STATE ROAD 7, SUITE 350-B, CITY
OF BOCA RATON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: 

Andrew E. Farber

TITLE: INCORPORATOR

DATE: May 12, 1999.

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 I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

SIGNATURE: 

Andrew E. Farber, Registered
Agent

DATE: May 12, 1999.