

Friday, August 20, 1999

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
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FLORIDA PROFIT CORPORATION OR P.A.

Gil Cohen Inc.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 1999

CORPORATE CREATIONS

SUBJECT: GIL COHEN INC.
REF: W99000019385

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The effective date is not acceptable since it is not within five working days of the date of receipt.

If you have any further questions concerning your document, please call (850) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H99000020937
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Gil Cohen Inc.

Article II. Address

The mailing address of the Corporation is:
Gil Cohen Inc.
18090 Collins Avenue
Miami FL 33160

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Nepo Inc.
1747 Van Buren Street, Penthouse
Hollywood FL 33020

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Gil Cohen

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

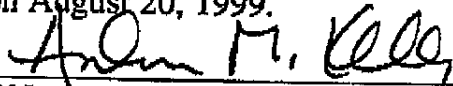
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 20, 1999.

The undersigned incorporator executed these Articles of Incorporation on August 20, 1999.



CORPORATE CREATIONS INTERNATIONAL INC.
Andreas M. Kelly Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
Gil Cohen Inc.

REGISTERED AGENT/OFFICE:
Nepo, Inc.
1747 Van Buren Street Penhouse
Hollywood FL 33020

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NEPO, INC.
David J. Nepo, President

Date: August 20, 1999

Corporate Creations International Inc.
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