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Florida Department of State
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03 SEP 19 AM 11:47
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

GEMCP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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DIVISION OF CORPORATIONS

APPROVED AND FILED

Handwritten signature and date: 09-19-03

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ARTICLES OF ORGANIZATION
OF
GEMCP, LLC

ARTICLE I

The name of the limited liability company formed hereby is GEMCP, LLC (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

151 Crandon Boulevard #222
Key Biscayne, Florida 33149

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

Howard W. Gordon, Esq.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131

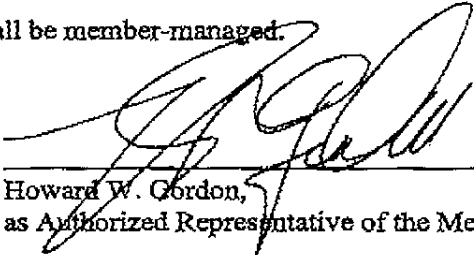
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ARTICLE

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ARTICLE V

The Limited Liability Company shall be member-managed.



Howard W. Gordon,
as Authorized Representative of the Members

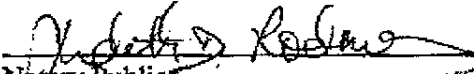
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me personally appeared Howard W. Gordon, as Authorized Representative of the Members, who is personally known to me, or who produced _____ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this 18 day of September, 2003.



Judith D. Rodman
Commission # 00057845
Expires Oct. 18, 2005
Bonded thru
Atlantic Bonding Co., Inc.



Notary Public
Print Name: JUDITH D. RODMAN
My Commission expires: 10/18/2005

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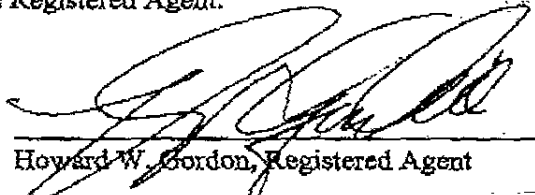
**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

- 1. The name of the limited liability company is GEMCP, LLC.
- 2. The name and address of the Registered Agent and Office is:

Howard W. Gordon, Esq.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131


Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.



 Howard W. Gordon, Registered Agent

Date: September 18, 2003

GEMCP, LLC


 By: _____
 Howard W. Gordon,
 as Authorized Representative
 of the Members

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