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**DISSOLUTION OR WITHDRAWAL
GEM II HOLDINGS, INC.**

Certificate of Status	1
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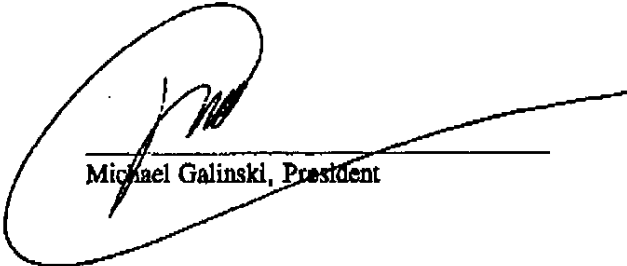
**ARTICLES OF DISSOLUTION
OF GEM II HOLDINGS, INC.**

The undersigned, Michael Galinski, certifies that he is the President of GEM II Holdings, Inc., a Florida corporation (the "Corporation"), and further certifies each of the matters hereafter set forth is correct and complete:

1. The legal name of the Corporation is Gem II Holdings, Inc.
2. Written action to dissolve the Corporation was taken by the Corporation's shareholders and director on November 20, 2009, approving the dissolution of the Corporation, effective as of the date of filing these Articles of Dissolution.
3. The Written action to dissolve the Corporation was approved by the holders of all issued and outstanding shares of the Corporation's common stock, representing sufficient votes to authorize such action. The Corporation has no voting groups other than the above referenced common stock shareholders.

WHEREFORE, the undersigned requests the Secretary of State, upon being satisfied that all statutory requirements have been complied with, to file these Articles of Dissolution in accordance with the provisions of the Florida Business Corporation Act.

DATED: November 20, 2009



Michael Galinski, President

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