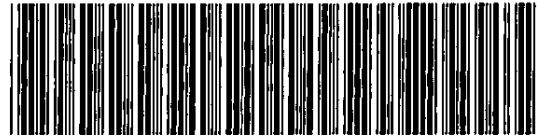


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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Special Instructions to Filing Officer:

Office Use Only

~~WOB-27398~~

✓ - name not avail -
485583

✓ - eff. date cannot be
prior to

B. Tadlock JUN 26 2006

CAROL A VANCE, Esq., CPA, PLC.
411 55th Avenue
St. Pete Beach, Florida 33706
(727) 367-1222
fax (727) 367-1221
cavcpa@tampabay.rr.com

Member of the Florida and California Bars

CPA Licensed in FL and CA

Date: June 9, 2006

To: Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SUBJECT: _____ GEM, LLLP _____

The enclosed Certificate of Limited Partnership and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carol A. Vance
Carol A. Vance, Esq. CPA, PLC
411 55th Avenue
St. Pete Beach, FL 33706

For further information concerning this matter, please call:

Carol A. Vance, Esq. at (727) 367-1222

Enclosed is a check for the amount of \$1000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee).



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 15, 2006

CAROL A. VANCE, ESQUIRE
411 55TH AVE.
ST. PETE BEACH, FL 33706

SUBJECT: GEM, LLLP
Ref. Number: W06000027398

We have received your document for GEM, LLLP and your check(s) totaling \$1000.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

/We received your document on June 13, 2006. Please amend the effective date accordingly.

Please return 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) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 806A00040665

**CERTIFICATE OF LIMITED PARTNERSHIP
FOR
LIMITED LIABILITY LIMITED PARTNERSHIP**

Name of Limited Liability Limited Partnership:

GEM Holdings International, LLP
~~GEM, LLLP~~

Street address of LLLP designated office:

405 N. REO STREET, SUITE 160, TAMPA, FL 33609

Name of Registered Agent for Service of Process:

CAROL A. VANCE, ESQ.

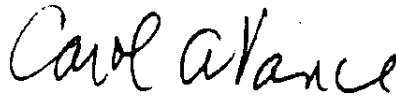
Florida street address for Registered Agent:

411 55th Avenue, St. Pete Beach, FL 33706

RECEIVED DATE
6/15/06

SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JUN 13 PM 3:31

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature of Registered Agent)

LLLP mailing address:

405 N. REO STREET, SUITE 160, TAMPA, FL 33609

Limited partnership elects to be a Limited Liability Limited Partnership.

Name and business address of each general partner:

GEM INTERNATIONAL, LLC
405 N. REO STREET
SUITE 160
TAMPA, FL 33609

LO2-24483

Effective date, if other than date of filing: June 9, 2006

Signed this 9th day of June 2006.

Signature of each General Partner:



GEM INTERNATIONAL, LLC - General Partner
Jozsef Matrai, President