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Jonathan D.
Leinwand, P.A.

1504 Yellowheart Way
Hollywood, FL 33010
(954) 929-4059
Fax: (954) 929-5171

May 24, 1996

Qualification/Tax Lien Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: GEMINI INTEGRATED FINANCIAL SERVICES CORP

- 1296-11303

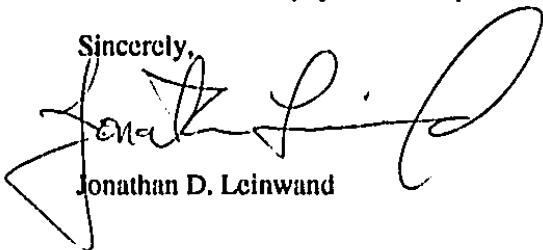
Dear To Whom It May Concern:

1296-11303

Enclosed please find a check for \$70. It was inadvertently left out of the envelope containing the transmittal letter and documentation to qualify Gemini Integrated Financial Services Corp to do business in Florida.

Should there be any questions or problems please do not hesitate to contact me.

Sincerely,



Jonathan D. Leinwand

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*****70.00 *****70.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 PM 2:12

5/29/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

JONATHAN D. LEINWAND
JONATHAN D. LEINWAND, P.A.
1564 YELLOWHEART WAY
HOLLYWOOD, FL 33019

SUBJECT: GEMINI INTEGRATED FINANCIAL SERVICES CORP.
Ref. Number: W96000011303

We have received your document for GEMINI INTEGRATED FINANCIAL SERVICES CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please note that we are returning the certified copy you submitted, as it is not the same as the document we require. The certificate described above is one page long, with no photocopies attached, and it states that the corporation is currently in good standing.

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 (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 696A00026676

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GEMINI INTEGRATED FINANCIAL SERVICES CORP.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JONATHAN D LEINWAND
(Name of Person)

JONATHAN D. LEINWAND, P. A.
(Firm/Company)

1564 YELLOWHEART WAY
(Address)

HOLLYWOOD, FL 33019
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

JONATHAN LEINWAND at (954) 929-4659
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien S-
Division of Corporation-
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. GEMINI INTEGRATED FINANCIAL SERVICES CORP
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. ONTARIO, CANADA 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. MAY 15, 1996 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 19, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1564 YELLOWHEART WAY
HOLLYWOOD, FL 33019
(Current mailing address)

8. FINANCIAL CONSULTING
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

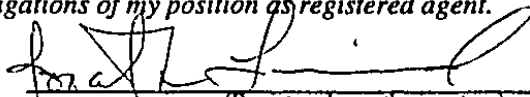
Name: JONATHAN LEINWAND

Office Address: 1564 YELLOWHEART WAY

HOLLYWOOD, Florida, 33019
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 PM 2:12

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box **NOT** acceptable)

Chairman: _____

Address: _____

Vice Chairman: JONATHAN LEINWAND

Address: 1564 YELLOWHEART WAY

HOLLYWOOD, FL 33019

Director: RANDY H. LEBOW

Address: 25 RAMBLEWOOD LANE

KAUGHAN, ONTARIO L4J 6R8

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box **NOT** acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

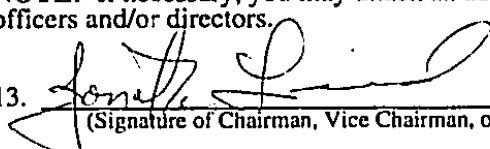
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  VICE CHAIRMAN
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JONATHAN LEINWAND VICE CHAIRMAN
(Typed or printed name and capacity of person signing application)

Ministry of
Consumer and
Commercial Relations

Business Division
Companies Branch
393 University Ave. Suite 200
Toronto ON M5G 2M2

Ministère de
la Consommation
et du Commerce

Division des affaires commerciales
Direction des compagnies
393 ave University Bureau 200
Toronto ON M5G 2M2



Certificate of Status Certificat de Statut Documentaire

This is to certify that according to the
records of the companies branch

Je certifie par les présentes que, conformément
aux dossiers de la Direction des compagnies

GEMINI INTEGRATED FINANCIAL SERVICES CO.

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

001180463

is a corporation incorporated, amalgamated
or continued under the laws of
the Province of Ontario.

est constituée, fusionnée ou prorogée en vertu
des lois de la province de l'Ontario.

The corporation came into existence on

La personne morale a été fondée le

MAY 15 MAI, 1996

and has not been dissolved.

et n'a pas été dissoute.

Dated

Fait le

JUNE 11 JUIN, 1996

Controller of Records
Contrôleur des dossiers