

F980000000299

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GEM INTERNATIONAL, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

500002387715--7

-12/31/97-01088-002

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

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:

JAMES E. BRIDGES

(Name of Person)

GEM INTERNATIONAL, INC.

(Firm/Company)

237 INDIAN OAKS DR.

(Address)

DESTIN, FL 32541-2536

(City/State/Zip)

W98-23

901/20
98 JAN 20 AM 9:46
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

JAMES BRIDGES

(Name of Person)

at (888) 305-3633

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name conflict
P97-98306



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 2, 1998

JAMES E. BRIDGES
GEM INTERNATIONAL, INC.
237 INDIAN OAKS DR.
DESTIN, FL 32541-2536

SUBJECT: GEM INTERNATIONAL, INC.
Ref. Number: W98000000023

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:46

We have received your document for GEM INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 498A00000030

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JAMES E. BRIDGES, do hereby certify
(Name)

that this Resolution of the Board of Directors of GEM INTERNATIONAL, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of GEORGIA,

was duly adopted on JANUARY 6, 19 98.

Be it resolved, that GEM INTERNATIONAL INC.,
(Corporate Name)

organized and existing in the State of GEORGIA, hereby adopts the name

JENDE INTERNATIONAL, INC. for use in Florida.

Dated: 1-7-98

J. E. Bridges
Signature of either Chairman, Vice Chairman or any officer

JAMES E. BRIDGES
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:46

MINUTES OF THE SPECIAL MEETING OF DIRECTORS
OF
GEM INTERNATIONAL, INC.

The special meeting of directors of the corporation was held at 101 O'Hara Drive, Woodstock Georgia 30188 on Tuesday the 6th of January 1998 at 4:00 PM.

The following directors were present: James E. Bridges, Jende Bridges and Jodie J. Pruitt being all the directors of the corporation and a quorum.

All of the Directors being present, the meeting was called to order by the Chairman.

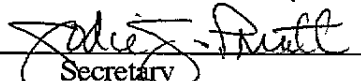
The Chairman rendered a general report and read a letter from the Florida Department of State dated January 2, 1998, which stated that Gem International, Inc. would have to adopt an alternate name for use in the state of Florida.

The Chairman then stated that the meeting was called for the purpose of adopting an alternate name for use in the state of Florida.

Upon motion duly made, seconded and carried, it was Resolved, that the alternate name for use in the state of Florida would be Jende International, Inc.

There being no further business before the meeting, on a motion duly made, seconded and carried, the meeting was adjourned.

Dated January 6, 1998


Secretary


Chairman

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:46

**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. GEM INTERNATIONAL, INC.
(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. GEORGIA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. MARCH 30, 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. WAITING ON ALL PAPER WORK - HOPE TO BEGIN BY JAN. 15TH 98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 237 INDIAN OAKS DRIVE
DESTIN, FL 32541-2536
(Current mailing address)
8. EXPANDING - SOUTHEAST BUSINESS -
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: JAMES E. BRIDGES
Office Address: 237 INDIAN OAKS DR.
DESTIN, FL, Florida, 32541-2536
(Zip code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:46

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.

J. E. Bridges
(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.

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: JAMES E. BRIDGES

Address: 237 INDIAN OAKS DR.
DESTIN, FL 32541-2536

Vice Chairman:

Address:

Director: JODIE J. PRUITT

Address: 101 O'HARA DR.
WOODSTOCK, GA 30188

Director: JENDE BRIDGES

Address: 237 INDIAN OAKS DR.
DESTIN, FL 32541-2536

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

President: JAMES E. BRIDGES

Address: 237 INDIAN OAKS DR.
DESTIN, FL 32541-2536

Vice President:

Address:

Secretary: JODIE J. PRUITT

Address: 101 O'HARA DR.
WOODSTOCK, GA 30188

Treasurer: JENDE BRIDGES

Address: 237 INDIAN OAKS DR.
DESTIN, FL 32541-2536

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

13. J. E. Bridges
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JAMES E. BRIDGES PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:46

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 973500807
CONTROL NUMBER : 9511024
DATE INC/AUTH/FILED: 03/30/1995
JURISDICTION : GEORGIA
PRINT DATE : 12/16/1997
FORM NUMBER : 211

JAMES E. BRIDGES
237 INDIAN OAKS DR.
DESTIN FL 32541

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:46

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

**GEM INTERNATIONAL, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

