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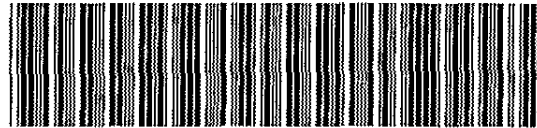
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03/10/03--01029--002 **125.00

EFFECTIVE DATE
3/14/03

FILED
03 MAR 10 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/7/2003

EFFECTIVE DATE
3/14/03

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida

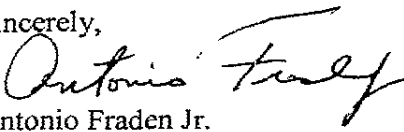
To Whom It May Concern:

Enclosed please find the Articles of Organization for GemQuest Enterprises II, LLC.
In addition you'll find a check for \$125.00 to cover the filing fees. My mailing
address and daytime telephone number are listed below:

Antonio Fraden, Jr.
7989 St. Andrews Circle
Orlando, Florida 32835
(407) 822-9852

Should you have any questions please feel free to contact me at the number listed
above.

Sincerely,


Antonio Fraden Jr.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **GemQuest Enterprises II, LLC**

EFFECTIVE DATE
3/14/03

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**7226 West Colonial Drive
Suite 155
Orlando, FL 32818**

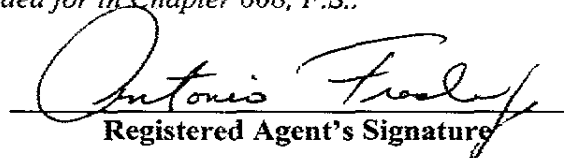
ARTICLE III - Registered Agent

The name and the Florida street address of the registered agent are:

**Antonio Fraden Jr.
7989 St. Andrews Circle
Orlando, FL 32835**

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


Registered Agent's Signature

Article IV - Management

The Limited Liability Company is to be managed by

**Antonio Fraden Jr.
7989 St. Andrews Circle
Orlando, FL 32835**

and is, therefore, a manager - managed company.

Article V – Fiscal Year

The fiscal year shall be the calendar year

Article VI – Officers

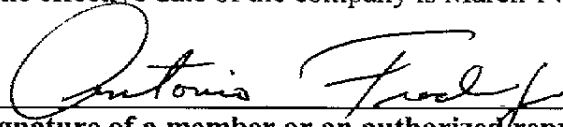
The officers of the company shall be a President and Vice President

Article VII – Accounting and Taxes

The Company's books and records shall be kept using the cash basis of accounting. For tax purposes, the company will elect to be classified as an association taxable as a corporation. The company will elect to be an S corporation.

Article VIII – Effective Date

The effective date of the company is March 14, 2003


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ANTONIO FRADEN JR.
Typed or printed name of signee

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