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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 29 2004

LAW OFFICES
BURROWS & JESTER, P.A.
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JERRY L. JESTER

RUTH A. SCOTT
PROBATE PARALEGAL

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TALLAHASSEE, FLORIDA

June 23, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

Re: GEM CITY HOLDINGS, L.L.C.

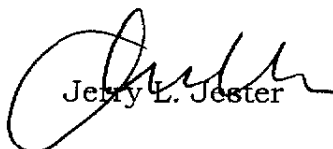
Dear Sir or Madam:

Enclosed please find Articles of Organization for the above-named LLC's to be filed. A copy of each of the Articles for you to conform and return to this office is enclosed with a self-addressed, stamped envelope. Acceptance by the Registered Agent is also enclosed.

Our check payable to the Department of State in the amount of \$125.00 representing \$100.00 for filing the Articles of Organization and \$25.00 each for Registered Agent fee is also enclosed.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


Jerry L. Jester

JLJ/bjb
Enclosures as noted

ARTICLES OF ORGANIZATION

of GEM CITY HOLDINGS, LLC , A Florida Limited Liability Company

1. Name: The name of the limited liability company is GEM CITY HOLDINGS, LLC (sometimes hereinafter referred to as the "LLC").

2. Purpose: The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principal Office: The address of the registered office of the limited liability company is 1451 Dixon Blvd., Cocoa, Florida 32922; mailing address: 1451 Dixon Blvd., Cocoa, Florida 32922;. The registered agent at that address is Joe Welack.

4. Members at Time of Formation: The initial members are Joe Welack and Sal Tranchida.

5. Period of Duration: The period of duration of this LLC shall be perpetual.

6. Management: Management of the LLC at the time of formation is reserved for the initial members whose names and addresses are as follows: Joe Welack and Sal Tranchida, 1451 Dixon Blvd., Cocoa, Florida 32922.

7. Admission of New Members: With the written unanimous consent of the existing members, new members may be admitted into the LLC from time to time upon the payment of such capital contributions and upon such terms as the then existing members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon among all of the existing members and the new member or members.

8. Members Right to Continue Business: Even in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which would terminate the continued membership of a member in the LLC as may be set forth in the Operating Agreement of the LLC, the remaining member or members of the LLC shall have the right to continue business.

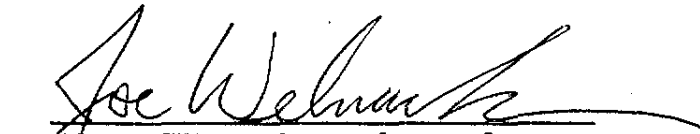
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9. Powers: The LLC shall have all powers authorized by Florida Statute 608.404 which includes, without limitation, the powers to acquire and convey real and personal property and to make contracts, execute and deliver deeds, leases, notes, mortgages, borrow money and secure its obligations.

10. Profits and Losses: Members shall share profits and losses of the LLC in the same percentages as their capital contributions bear to the total of contributed capital, or as may be set forth in the Operating Agreement signed by the members.

11. Regulations (Operating Agreement): Any Regulations (as defined in Section § 608.402 (24)) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.

I hereby accept the appointment of registered agent for GEM CITY HOLDINGS, LLC, and I state that I am familiar with, and accept, the obligations of that position as provided for in Chapter 608, Florida Statutes.


JOE WELNACK, member and
registered agent
1415 Dixon Blvd.
Cocoa, Florida 32922


SAL TRANCHIDA, member
1415 Dixon Blvd.
Cocoa, Florida 32922

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