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January 18, 2000
VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation
GemO'Bri Enterprises, Inc.

FILED
00 JAN 19 PM 12:25
SECOND FLOOR
TALLAHASSEE, FLORIDA
00000310740-2
-01/19/00-01063-018
*****78.75 *****78.75

Dear Sir or Madam:

I am enclosing the following:

1. Original and one copy of the Articles of Incorporation for GemO'Bri Enterprises, INC.
2. This firm's check in the amount of \$78.75, representing payment of the following charges:

Filing Fee	\$ 35.00
One Certified Copy	8.75
Resident Agent Fee	35.00
TOTAL:	\$ 78.75

Please file the Articles of Incorporation for the above-referenced corporation and **return the certified copy of the same to me by U.S. mail at our above-referenced office address.** I am enclosing a stamped, self-addressed envelope for this purpose. Thank you for your prompt attention to this matter. If you have any questions or require further information regarding this matter, please do not hesitate to contact our office.

Sincerely yours,



Kathleen Casey Swyryd
Assistant to Uta S. Grove, Esq.

KCS:me
Enclosures

S. Thompson JAN 26 2000

ARTICLES OF INCORPORATION
OF
GEMO'BRI ENTERPRISES, INC.

00 JAN 19 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE A
Name and Address

Section a. The name of the Corporation shall be Gemo'Bri Enterprises, Inc.

Section b. The address of the principal office of the Corporation is 4288 46th Avenue South, St. Petersburg, Florida 33711.

Section c. The mailing address of the Corporation is Honeysuckle Lodge, Holywell Lake, Wellington, Somerset, TA21 0EJ, United Kingdom.

ARTICLE B
Purpose and Powers

Section a. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section b. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE C
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE D
Capital Stock

The authorized capital stock of the Corporation shall be 1,200 shares of common stock having a par value of \$1.00 per share.

ARTICLE E
Board of Directors

Section a. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section b. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Clarence A. Hawkins	Honeysuckle Lodge, Holywell Lake Wellington Somerset TA21 OEJ United Kingdom
Barbara Hawkins	Honeysuckle Lodge, Holywell Lake Wellington Somerset TA21 OEJ United Kingdom

Section (c) The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section (d) Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE F.
Bylaws

Section (a) The initial Board of Directors shall adopt Bylaws for the Corporation at a meeting of the initial Board of Directors following the filing of these Articles of Incorporation.

Section (b) The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section (c) Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE G.
Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE H.
Registered Office and Agent

Section (a) The name of the initial registered agent of the Corporation located at said address shall be Thomas C. Roberge, C.P.A.

Section (b) The street address of the initial registered office of the Corporation shall be One Beach Drive S.E., Suite 220, St. Petersburg, Florida 33701.

ARTICLE I.
Incorporator

The name and address of the Incorporator is:

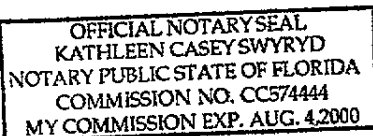
<u>Name</u>	<u>Address</u>
Clarence A. Hawkins	Honeysuckle Lodge, Holywell Lake Wellington Somerset TA21 0EJ United Kingdom

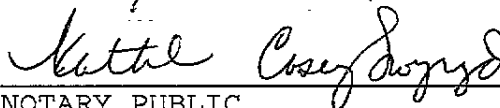
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 13th day of January, 2000.


Clarence A. Hawkins, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

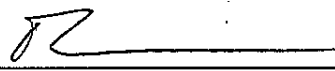
The foregoing instrument was acknowledged before me this 14th day of January, 2000, by Clarence A. Hawkins, who is personally known to me or has produced British Passport as identification.




NOTARY PUBLIC
State of Florida

ACCEPTANCE

I hereby accept to act as initial Registered Agent for GemO'Bri Enterprises, Inc., as stated in these Articles of Incorporation.


Thomas C. Roberge, C.P.A.