

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000 86118

Gem R.E. Investments, Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

00 AUG 24 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00 AUG 24 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

Signature

Requested by:

SL 8/24/00 10:21
Name Date Time

Walk-In Will Pick Up

T. SMITH AUG 24 2000

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be :

G & M R.E. Investments, Inc.

ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be :

***1910 W. Kennedy Blvd
Tampa Florida 33606***

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **(1000) one thousand shares of one dollar (\$1.00) par value common stock, which shall be designated "COMMON STOCK".**

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is :

***Walid Saba
1910 W. Kennedy Blvd
Tampa Florida 33606***

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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to theses Articles of Incorporation is (are) :

500 Shares

***Walid Saba
1910 W. Kennedy Blvd
Tampa Florida 33606***

President

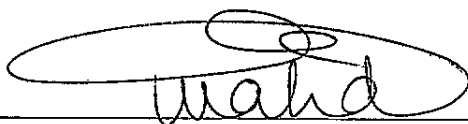
500 Shares

***Gaby Fraifer
1910 W. Kennedy Blvd
Tampa Florida 33606***

Vice Pres

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

17 th day of August 2000



Signature



Signature

Signature

Signature

Articles of Incorporations

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : G & M R.E. Investments, Inc.

2. The name and address of the registered agent and office is :

Walid Saba

(Name)

1910 W. Kennedy Blvd

(P.O.BOX "not" accepted)

Tampa Florida 33606

(City/State/Zip)

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


Signature

August 17, 2000
Date