

Division of Corporations

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Division of Corporations

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DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****GEM PASSOVER TOUR 2002, INC.**

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**ARTICLES OF INCORPORATION
OF**

GEM PASSOVER TOUR 2002, INC.

The undersigned, for purposes of forming a business corporation under the provisions of Florida Statutes Chapter 607, the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be GEM PASSOVER TOUR 2002, INC. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL ADDRESS**

The address of the principal office and the mailing address of the office of the Corporation is 9730 Stirling Road, Cooper City, Florida 33024.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 9730 Stirling Road, Cooper City, Florida 33024, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Eugene Spadaro.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The name and address of the persons who are to serve as the members of the initial board of directors are:

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Eugene Spadaro 9730 Stirling Road, Cooper City, Florida 33024

Maxine Spadaro 9730 Stirling Road, Cooper City, Florida 33024

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Eugene Spadaro, 9730 Stirling Road, Cooper City, Florida 33024

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the Corporation to the full extent not prohibited by law.

ARTICLE X
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator on the 15 day of August, 2001.


Eugene Spadaro, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GEM PASSOVER TOUR 2002, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes § 607.0505.


EUGENE SPADARO
Registered Agent

Dated: August 5, 2001.

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