

JUSTIN-CRAIG LTD., INC.

PO 1000088887

September 1, 2001

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

100004573251--7
-09/06/01--01102--002
*****70.00 *****70.00

To Whom It May Concern;

Enclosed please find the original and two copies of the Articles of Incorporation for Gemini Distributors, Inc., along with a check in the amount of \$70.00 for the filing fees.

Please return the original and one copy to my office address, listed below.

Sincerely,



Barbara R. Lambert
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GEMINI DISTRIBUTORS, INC.

The undersigned incorporator, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation and its principal place of business is as follows:

GEMINI DISTRIBUTORS, INC.
10185 COLLINS AVE., SUITE 1112
BAL HARBOR, FL 33154

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

Prepared by:

Barbara R. Lambert
Justin-Craig Ltd., Inc.
3870 Amalfi Drive
Hollywood, FL 33021
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B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation shall be STELVIO O. GIACHELLO, II and the initial registered office of this corporation shall be 10185 Collins Avenue, Suite 1112, Bal Harbor, Florida 33154.

ARTICLE V - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation shall be 10185 Collins Avenue, Suite 1112, Bal Harbor, Florida 33154.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall commence September 18th, 2001 and shall exist perpetually unless dissolved according to law.

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ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one.

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Directors but shall never be less than one.

C. The name and street address of the initial member of the Board of Directors to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified is:

STELVIO O. GIACHELLO, II
10185 COLLINS AVENUE, SUITE 1112
BAL HARBOR, FL 33154

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

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ARTICLE VIII - INCORPORATOR

The following is the name and address of the person signing these Articles of Incorporation:

STELVIO O. GIACHELLO, II
10185 COLLINS AVENUE, SUITE 1112
BAL HARBOR, FL 33154

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal By-Laws for the management of this corporation shall be vested in the Board of Directors.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida and pursuant to the purposes and objectives herein above stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, which any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

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B. To purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, provided however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

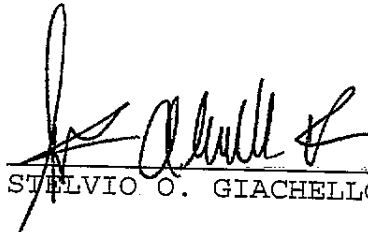
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ARTICLE XII - INDEMNIFICATION

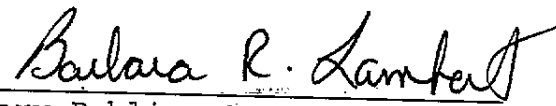
The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal this 1st day of September, 2001.

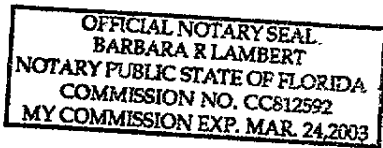

STELVIO O. GIACHELLO, II

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me by STELVIO O. GIACHELLO, II ✓ who is personally known to me or _____ who has produced _____ as identification, and who did take an oath, on this 1st day of September, 2001.


Notary Public, State of
Florida at Large

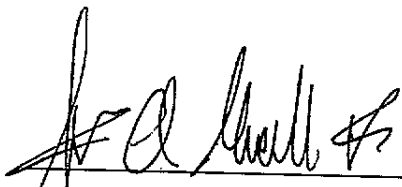
My Commission Expires:



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Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of Florida Statute 48.091.



STELVIO O. GIACHELLO, II

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