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**FLORIDA PROFIT CORPORATION OR P.A.
GEMINI CONSTRUCTION AND ENGINEERING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 2002

FAS-T

SUBJECT: GEMINI CONSTRUCTION AND ENGINEERING, INC.
REF: W02000009573

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**Articles of Incorporation of
Gemini Construction and Engineering, Inc.**

Article 1. Name

The name of this Florida corporation is: GEMINI CONSTRUCTION AND ENGINEERING, INC.

Article II. Address

The mailing address of the Corporation is:

GEMINI CONSTRUCTION AND ENGINEERING, INC.
14401 S.W. 23rd St.
Davie, Fla. 33325

Article III. Capital Stock

The Corporation shall have the authority to issue 100,000 shares of Common Stock and 100,000 shares of Preferred Stock, all of which shall have a par value of \$.001 per share.

A. **Dividends.** The holders of Preferred Stock, prior to and in preference to any dividends or distributions to holders of Common Stock, shall be entitled to receive cash dividends at the rate of 12% of the Original Issue Price per year on each outstanding share of Preferred Stock. The Original Issue Price of the Preferred Stock shall be \$1.00 per share. The Corporation shall be obligated to pay such dividends on the Preferred Stock only when and as declared by the Corporation's Board of Directors out of legally available funds of the corporation. The dividends on the Preferred Stock shall be cumulative. After all dividends on the Preferred Stock are paid, the Board of Directors may declare dividends on the Common Stock out of legally available funds of the Corporation.

B. **Liquidation.** Upon any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, before any distribution shall be made to the Common stock, the holders of the sum of (a) the Original Issue Price and (b) all accrued and unpaid dividends on each share of Preferred Stock, the remaining assets of the Corporation shall be Distributable pro rata to the holders of Common Stock.

C. **Redeem.** The Corporation may redeem some or all of the Preferred Stock at any time by written notice to the holder and payment of the sum of (a) the Original Issue less than all of the Preferred Stock shall have no voting rights.

D. **Voting Rights.** Each share of Common Stock shall be entitled to one vote. The holders of Common Stock may cumulate their votes for directors. The shares of Preferred Stock shall have no voting rights.

E. **Preemptive Rights.** The Corporation elects to have preemptive rights

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BY: Rodolfo Gomez, 3370 S.W. 107th Ave. Miami, FL 33165 Tel (305) 226-2642

Article IV. Distribution of Capital Stock

The distribution of Capital Stock Shall be as Follows:

Common Stock 100
Number of Shares Issued: 100
Par Value \$ 1.00

Preferred Stock 100
Number of Shares Issued: 100
Par Value \$ 1.00

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Rodolfo Gomez, 3370 S.W. 107th Ave. Miami, FL 33165 Tel (305) 226-2642

Article VI. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance within the Bylaws. The director shall be protected from personal liability to the fullest extent permitted by law.

The initial members of the Corporations Board of Directors is:

Rodolfo Gomez
14401 S.W. 23rd St. Davie, Fl. 33325

Article VII. Initial Officers of the Corporation

The initial officers of the Corporation Shall Be:

Rodolfo Gomez (PRESIDENT)
14401 S.W. 23rd St. Davie, Fl. 33325

Article VIII. Incorporator

The name and address of the Incorporator is:

Rodolfo Gomez
3370 S.W. 107th Ave.
Miami, FL 33165
Tel (305) 226-2642

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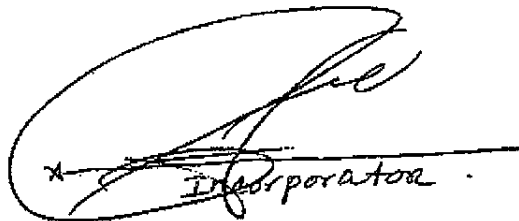
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Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective as of April 3, 2002

The Corporation shall exist in perpetuity

The authorized representative of the Incorporator executed these Articles of Incorporation on April 3, 2002



A handwritten signature in black ink, appearing to be "Rodolfo Gomez", is written over a horizontal line. Below the signature, the word "Incorporator" is written in a cursive script.

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BY: Rodolfo Gomez, 3370 S.W. 107th Ave. Miami, FL 33165 Tel (305) 226-2642

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:

Gemini Construction and Engineering, Inc.

REGISTERED AGENT:

Rodolfo Gomez, 3370 S.W. 107th Ave. Miami, FL 33185 Tel (305) 226-2642

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

By: 

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