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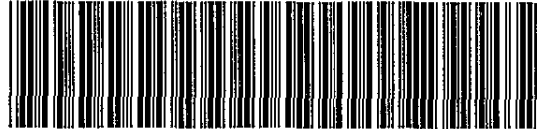
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(Business Entity Name)

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(Document Number)

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EFFECTIVE DATE  
1-28-03

FILED  
03 JAN 31 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Richard H. Langley**  
ATTORNEY AND COUNSELLOR AT LAW  
700 ALMOND STREET  
P.O. Box 120188  
CLERMONT, FL 34712-0188

TEL: (352) 394-4025

FAX: (352) 394-1604

OVERNIGHT MAIL

**MEMORANDUM**

TO: Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
P.O. Box 6327  
Tallahassee, FL 32314

FROM: Linda Topping, Legal Assistant

DATE: January 28, 2003

RE: Gem of the Hills Asset Management, Inc.  
Our File No. 03-11190

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Enclosed are the following in connection with the incorporation of the captioned:

1. Articles of Incorporation (original and one copy)
2. \$78.75 check for:
  - \$ 70.00 filing fee
  - \$ 8.75 Certificate of Status

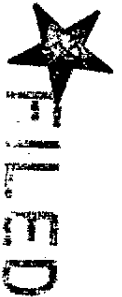
Please file the Articles of Incorporation noting the effective date of January 28, 2003 and return a "file stamped" copy of the Articles of Incorporation to this office along with the Certificate of Status.

Enclosures  
cc: Client

ARTICLES OF INCORPORATION  
of  
**GEM OF THE HILLS ASSET MANAGEMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JAN 31 PM 12:52



The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I**  
Name

The name and address of this corporation shall be: Gem of the Hills Asset Management, Inc., 700 Almond Street, Clermont, FL 34711

**ARTICLE II**  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III**  
Effective Date

The date that corporate existence shall begin shall be January 28, 2003. the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0203.

**ARTICLE IV**  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

Ryan D. Langley

ADDRESS

700 Almond Street  
Clermont, FL 34711

The names and addresses of the Director(s) is/are:

NAME

Ryan D. Langley

ADDRESS

700 Almond Street  
Clermont, FL 34711

**ARTICLE V**  
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1000 shares of common stock each with a par value of \$1.00.

**ARTICLE VI**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VII**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VIII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE IX**  
**Directors**

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

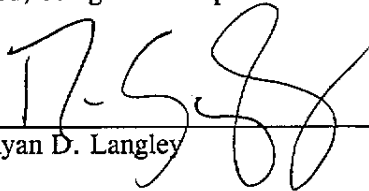
**ARTICLE X**  
**Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 700 Almond Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is Richard H. Langley at the above office address.

**ARTICLE XI**  
**Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

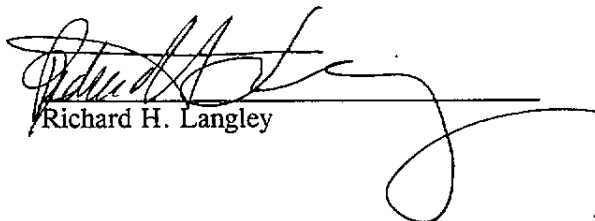
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this January 28, 2003.

  
\_\_\_\_\_  
Ryan D. Langley

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for the above corporation as stated in these Articles of Incorporation.

Dated: January 28, 2003

  
\_\_\_\_\_  
Richard H. Langley

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TALLAHASSEE FLORIDA