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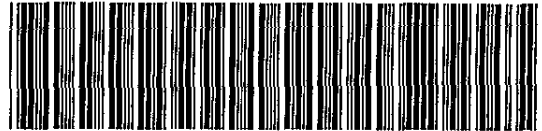
(Business Entity Name)

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FILED  
03 MAY 12 PM 2:43  
STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
05-31-03

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Gemini Global Holdings, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Frederick S. Pirone  
Name (Printed or typed)

3314 West Paris St.  
Address

Tampa, Florida 33614  
City, State & Zip

(813) 760-0080  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**EFFECTIVE DATE**  
**05-31-03**

**FILED**  
**03 MAY 12 PM 2:43**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

## **ARTICLES OF INCORPORATION**

The undersigned incorporator, a natural person 18 years of age or older, in order to form a for profit corporation under Chapter 617.0202 of the Florida Statutes, adopts the following articles of incorporation.

### **ARTICLE I NAME**

The name of the corporation shall be: Gemini Global Holdings, Inc.

### **ARTICLE II PRINCIPLE PLACE OF BUSINESS**

The principle place of business and mailing address of the corporation is:

3314 West Paris St.  
Tampa, Florida 33614  
Hillsborough County

### **ARTICLE III PURPOSE**

This corporation is organized for the purpose of conducting any and all lawful business under the statutes and laws of the state of Florida and the United States, but more specifically, the corporation is organized for the purposes of conducting international trade & brokerage, international project finance, business consulting, and business development.

### **ARTICLE IV CORPORATE SHARE & CAPITAL**

The Corporation shall have authority to issue 300,000 shares of common stock, 300,000 shares of class A restricted, non-voting preferred stock (with rights further delineated when issued and incorporated into the By-laws of the corporation), and 300,000 shares of class B restricted, non-voting preferred stock (with rights further delineated when issued and incorporated into the By-laws of the corporation).

Shares are not allowed to be issued and/or sold unless two-thirds of all outstanding shares of the corporation or two-thirds of the Board of the Directors with two-thirds of all outstanding shares of the corporation consent to issue and/or sell shares as allowed in these Articles of Incorporation.

When a shareholder wishes to sell his or her shares in the corporation, he or she must give the corporation appropriate notice (defined as being written notice of his or her intent to sell any or all his or her shares given to the President of the corporation fifteen (15) days before the shareholder acts) and the shareholder must give the corporation the right of first refusal to purchase the shares in question.

Further, in addition to the above paragraphs, an original shareholder of stock must obtain approval, in order to sell any or all of his or her shares, from two-thirds of the shareholders and two-thirds of all outstanding shares held by original shareholders before he or she commences a sale of any or all of his or her shares.

#### **ARTICLE V LIABILITY**

No member, officer, director, or shareholder of this corporation shall be personally liable for the debts or obligations of this corporation of any kind whatsoever, nor shall any of the property of the officers, directors, members, or shareholders be subject to the payment of the debts or obligations of this corporation be they what they may be.

#### **ARTICLE VI DISSOLUTION**

Upon dissolution of the corporation, assets shall be liquidated and distributed in compliance with the Internal Revenue Code and the laws of Florida, and shall be distributed to only shareholders who have common stock according to his or her interest in the corporation.

In order for dissolution to occur, the Board under due diligence must consider all possible alternatives to dissolution, make a report to be given to all shareholders of their findings & opinions and to have such report mailed to each shareholder fifteen days before the meeting in which the Board shall vote on the matter of dissolution and, under thoughtful and carefully deliberation and consideration the board of directors shall take a vote on the issue of dissolution. In order for dissolution to be approved, the Board must pass a resolution to dissolve the corporation by two-thirds of all Board members voting in favor of the dissolution, and two-thirds of all outstanding shares and two-thirds of all original owners must approve the Board's resolution to dissolve.

The only location for such meetings regarding the dissolution of the corporation is to take place in the County where the principle office of the corporation is located. Reasonable notice as defined by the law and usual custom shall be given to each Board Member, Shareholder, & original Shareholder of the company before the date of their meeting to vote on the matter of dissolution is to take place.

## **ARTICLE VII MERGERS & REORGANIZATION**

A merger or reorganization is not allowed unless with proper notice to all Board Members, Shareholders, and Original Shareholders and only upon:

- (1) Approval of two-thirds of the Board voting in favor of merger or reorganization in a meeting to be held in the county of the principle place of business of the corporation is located,
- (2) The Boards approval is placed in a Resolution which is to be voted upon by the shareholders,
- (3) The shareholders are called to a meeting to vote on the resolution for merger or reorganization to be held in the County where the principle office of the business of the corporation is located,
- (4) And two-thirds of all outstanding shares and two-thirds of all Original Shareholders vote in favor of the merger or reorganization.

In the case of a merger or any form of reorganization, shareholders have the right to receive in exchange of their shares in Gemini Global Holdings, Inc. at least three (3) shares of the acquiring or resulting company's stock. This right is transferable and assignable.

## **ARTICLE VIII GOING PUBLIC**

The corporation is a closely held corporation which may decide to go public only open after due notice to all Shareholders and Board Members, the Board of Directors, only after due diligence, consideration, and deliberation, calls a meeting, which is to be located in the county of the principle place of business of the corporation, and votes on a Resolution to go Public with the Corporation and this resolution passes by:

- (1) Two-thirds of the Board voting in favor of the Resolution,
- (2) The Shareholders are called to a meeting, which is to be held in the county of principle place of business of the corporation, and two-thirds of all outstanding shares and two-thirds of all Original shareholders vote in favor of the resolution to go public with the corporation.

**ARTICLE IX  
THE REGISTERED AGENT**

The registered agent of the corporation is: Justin W. Pimenta and the registered street address is: 4001 S. Westshore Blvd., Apt. 1712, Tampa, Florida 33611.

**ARTICLE X  
THE INITIAL BOARD**

The initial Board of Directors shall have 4 members whose names are as follows:

Frederick S. Pirone, Chair & Managing Director  
3314 West Paris St.  
Tampa, Florida 33614

Justin W. Pimenta  
4001 S. Westshore Blvd., Apt. 1712  
Tampa, Florida 33611

Jason R. Lewis  
8325 Bay Point Dr., Apt. 1004  
Tampa, Florida 33615

Curtis Stokes  
6211 Greenwich Drive  
Tampa, Florida 33647

The number of actual directors of the Corporation may be raised or lowered by amendment of the Bylaws of the corporation but shall in no case be less than one.

**ARTICLE XI  
EFFECTIVE DATE**

The Effective Date of the Corporation shall be May 31, 2003.

**ARTICLE XII  
THE INCORPORATOR**

The incorporator of this corporation is Frederick S. Pirone whose street address is 3314 West Paris St., Tampa, Florida 33614.

Dated May 9, 2003

F. S. Pirone  
Incorporator

**ARTICLE XIII  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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 am familiar with and accept the obligation of my position as registered agent.

Dated 5/9/03

[Signature]  
Registered Agent