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BASIC AMENDMENT

GEM 6, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$43.75

05 AUG 26 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF GEM 6, INC.**

FILED
05 AUG 26 AM 10:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Sections 607.1006 and 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation is GEM 6, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation is located at 4970 Kyngs Heath Road, Kissimmee, Florida 34746, which is also the mailing address of the Corporation.

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 (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida is 4970 Kyngs Heath Road, Kissimmee, Florida 34746. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is Mohammed Merchant. The Board of Directors may from time to time designate a new registered agent.

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ARTICLE V - BOARD OF DIRECTORS

- A. The number of Directors of this corporation shall be six (6).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

C. The names and addresses of the members of the Board of Directors are:

- | | | |
|-----|----------------------|---|
| (1) | Noor M. Merchant | 4970 Kyngs Heath Road
Kissimmee, Florida 34746 |
| (2) | Sukayna Merchant | 4970 Kyngs Heath Road
Kissimmee, Florida 34746 |
| (3) | Mohammed I. Merchant | 4970 Kyngs Heath Road
Kissimmee, Florida 34746 |
| (4) | Maqbool Merchant | 4970 Kyngs Heath Road
Kissimmee, Florida 34746 |
| (5) | Shabbir H. Mamdani | 4970 Kyngs Heath Road
Kissimmee, Florida 34746 |
| (6) | Abdul Rahim | 4970 Kyngs Heath Road
Kissimmee, Florida 34746 |

ARTICLE VI - PURPOSE

The Corporation is being formed for the sole purpose described on Exhibit A attached hereto and made a part hereof. As used in Exhibit A, the term "Property" shall mean and refer to the property described on Exhibit B, attached hereto and made a part hereof, and the improvements thereon, and the term "Mortgagor" shall mean and refer to the Corporation.

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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IN WITNESS WHEREOF, I have subscribed my name as President pursuant to
lawful corporate authority this 25th day of August, 2005.

GEM 6, INC.

By: Noor M. Merchant
Noor M. Merchant, President

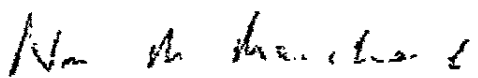
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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GEM 6, INC.**

I, NOOR M. MERCHANT, being the duly elected, qualified and acting President of GEM 6, INC., a Florida corporation (the "Corporation"), hereby certify that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were (1) duly adopted and approved by all of the members of the Board of Directors of the Corporation in compliance with Section 607.1007 of the Florida Statutes, (2) duly adopted and approved by all of the shareholders of the Corporation in compliance with Section 607.1007 of the Florida Statutes, and (3) that the number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 25th day of August, 2005.



Noor M. Merchant, President

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EXHIBIT A

Mortgagor is organized solely for the purpose of owning the Property. As such:

(a) such entity will not engage in any business unrelated to the ownership of the Property;

(b) such entity will not have any assets other than the Property (and personal property incidental to the ownership and operation of the Property);

(c) such entity will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, or amendment of its articles of incorporation, articles of organization, certificate of formation, operating agreement or partnership agreement, as applicable;

(d) such entity, without the unanimous consent of all of its directors, general partners or members, as applicable, shall not file or consent to the filing of any bankruptcy or insolvency petition or otherwise institute insolvency proceedings;

(e) such entity has no indebtedness (and will have no indebtedness) other than (i) the Loan; and (ii) unsecured trade debt not to exceed 2% of the loan amount in the aggregate, which is not evidenced by a note and is incurred in the ordinary course of its business in connection with owning, operating and maintaining the Property and is paid within 30 days from the date incurred;

(f) such entity has not and will not fail to correct any known misunderstanding regarding the separate identity of such entity;

(g) such entity has maintained and will maintain its accounts, books and records separate from any other person or entity;

(h) such entity has maintained and will maintain its books, records, resolutions and agreements as official records;

(i) such entity (i) has not and will not commingle its funds or assets with those of any other entity; and (ii) has held and will hold its assets in its own name;

(j) such entity has conducted and will conduct its business in its own name;

(k) such entity has maintained and will maintain its accounting records and other entity documents separate from any other person or entity;

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(l) such entity has prepared and will prepare separate tax returns and financial statements, or if part of a consolidated group, is shown as a separate member of such group;

(m) such entity has paid and will pay its own liabilities and expenses out of its own funds and assets;

(n) such entity has held and will hold regular meetings, as appropriate, to conduct its business and has observed and will observe all corporate, partnership or limited liability company formalities and record keeping, as applicable;

(o) such entity will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity;

(p) such entity has not and will not acquire obligations or securities of its shareholders, partners or members, as applicable;

(q) such entity has allocated and will allocate fairly and reasonably the costs associated with common employees and any overhead for shared office space and such entity has used and will use separate stationery, invoices and checks;

(r) such entity has not and will not pledge its assets for the benefit of any other person or entity;

(s) such entity has held and identified itself and will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity;

(t) such entity has not and will not identify its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, as a division or part of it;

(u) such entity has not entered into and will not enter into or be a party to, any transaction with its shareholders, partners or members, as applicable, or any affiliates of any of the foregoing, except in the ordinary course of its business pursuant to written agreements and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party;

(v) if any such entity is a corporation, the directors of such entity shall consider the interests of the creditors of such entity in connection with all corporate action;

(w) such entity has paid and will pay the salaries of its own employees and has maintained and will maintain a sufficient number of employees in light of its contemplated business operations;

(x) such entity has maintained and will maintain adequate capital in light of its contemplated business operations;

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(y) if any such entity is a partnership with more than one general partner, its partnership agreement requires the remaining partners to continue the partnership as long as one solvent general partner exists; and

(x) if any such entity is a limited liability company, its operating agreement, if any such entity is a partnership, its partnership agreement and if any such entity is a corporation, to the fullest extent permitted by applicable law, its articles of incorporation, contain the provisions set forth herein and such entity shall conduct its business and operations in strict compliance with the terms contained herein.

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EXHIBIT B**PARCEL A:****ORLANDO CIVIC CENTER SITE**

From the Northwest corner of Block "B", PLAZA INTERNATIONAL UNIT THREE, as recorded in Plat Book 9, Pages 118 and 119, Public Records of Orange County, Florida, run South 00(26'54" East 1343.0 feet along the Westerly boundary of said, Block "B" to the Southwest corner thereof; thence run North 89(33'06" East 1146.68 feet along the Southerly boundary of said Block "B" for the point of beginning; thence continue North 89(33'06" East 235.0 feet along said Southerly boundary to the beginning of a tangent curve concave Northwesterly and having a radius of 115.0 feet; thence run Northeasterly 180.64 feet along the arc of said curve and said Southerly boundary through an intersection angle of 90(00'00" to the beginning of a compound curve concave Southwesterly and having a radius of 910.92 feet; said compound curve being the Easterly boundary of said Block "B"; thence run Northwesterly 485.85 feet along the arc of said compound curve and said Easterly boundary through an intersection angle of 30(33'34" to a point on the North boundary of said Block "B"; thence run South 58(59'32" West 146.76 feet along said North boundary to the beginning of a tangent curve concave Northerly and having a radius of 225.00 feet; thence run Southwesterly 102.69 feet along the arc of said curve and said North boundary through an intersection angle of 26(09'03"; thence run South 00(26'54" East 472.94 feet to the point of beginning.