

P95000010387

GREENBERG & VAZQUEZ

Attorneys at Law

5550 Glades Road

Suite 401

Boca Raton, Florida 33431

Tel (407) 750-1001

Fax (407) 750-1008

William M. Vazquez*

Jeffrey L. Greenberg*

*Admitted in New York and Florida

February 1, 1995

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: APP GEMINI CORP.

To whom it may concern:

Enclosed is an original and one copy of Articles of Incorporation for APP Gemini Corp. and a check for \$70.00. Please file the original and return a date-stamped copy to me in the enclosed stamped, addressed envelope.

Please call if you have any questions.

Thank you.

Very truly yours,

GREENBERG & VAZQUEZ

Linda L. Miller
Linda L. Miller
Legal Assistant

llm\
Enclosure

cc: Mr. Anthony Politi

F:\WP60\DOCS\POLITISECSTATE LTR 6/10/94 11:47:15

EFFECTIVE DATE

FEB - 1 1995

T. BROWN FEB - 8 1995

EFFECTIVE DATE

FEB - 1 1995

ARTICLES OF INCORPORATION

OF

APP GEMINI CORP.

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act

FIRST The name of the corporation (hereinafter called the "Corporation") is APP GEMINI CORP

SECOND: The principal office or mailing address of the Corporation is APP Gemini Corp., c/o Greenberg & Vazquez, 5550 Glades Road, Suite 401, Boca Raton, Florida 33431.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) and are of the same class and are to be common shares.

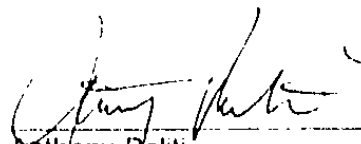
FIFTH: The name and street address of the incorporator is as follows:

Anthony Politi
c/o Greenberg & Vazquez
5550 Glades Road
Suite 401
Boca Raton, Florida 33431

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF I do hereby subscribe these Articles of
Incorporation on February / 1995 in the City of Boca Raton, State of Florida

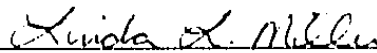


Anthony Politi
INCORPORATOR

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1st day
of February, 1995, by Anthony Politi, who is personally known to me or who has
produced _____ (type of identification) as identification and
who did/did not take an oath.

OFFICIAL NOTARIAL SEAL:



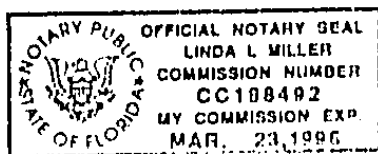
Notary Public

LINDA L. MILLER

(type, print, or stamp name)

My Commission Expires:

Commission No.: _____



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

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

- 1 The name of the Corporation is APP GEMINI CORP
- 2 The name and address of the registered agent and office is:

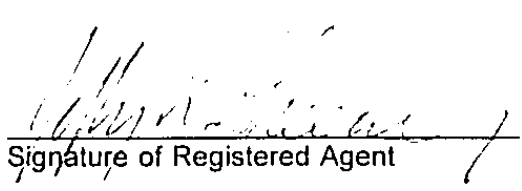
Jeffrey L. Greenberg
Greenberg & Vazquez
5550 Glades Road
Suite 401
Boca Raton, Florida 33498



Anthony Politi
INCORPORATOR

Date: February 1, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES (SUPP. 1993).



Signature of Registered Agent

Date: February 1, 1995