

P95000070462

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-0070
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE 1-800-332-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

SEP 13 PM 12:35
CAPITAL CONNECTIONS

AL SEP 15 1995

EFFECTIVE DATE
9-11-95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY NLC

WALK IN
Will Pick Up 9/13 12:00

RE: Gemini Distributing Inc.

C.C. FEE. 010000

- ☒ Capital ExpressSM
- ☒ Art of the File
- ☐ Corp. Record Search
- ☐ Fed. Partnership File
- ☒ Foreign Corp. File
- ☒ () Cert. Copy(4)

Art of Amend. File
Discontinuation/Withdrawal
C.U.B. 010001583722
Fiduciary Name File -09/13/95-01000-001
++++122.50 +++++122.50

- Home Reservation
- Annual Report/Statement
- Reg. Agent Service
- Document Filing

- Corporate Kit
- Vehicle Search
- Dividing Record
- Document Retrieval

- UCC Filing File
- UCC Filing Search
- UCC Filing Retrieval
- File No. 4, Copy(4)

- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () not

SUBTOTALS

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on Corporate Supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PAYABLE..... | \$ |
| BALANCE DUE..... | \$ |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 1.5% per Annum

THANK YOU
from
Your Capital Conn

ARTICLES OF INCORPORATION

OF

GEMINI DISTRIBUTING, INC.

FILED
CLERK OF THE STATE
JUL 13 1975
95007 13 PM 12:35

JACQUES WELTMANN
9-11-75

The undersigned subscribers to the articles of incorporation, JACQUES WELTMANN and ADELE WELTMANN, who are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of this corporation is GEMINI DISTRIBUTING, INC.
The mailing address of the corporation is 1255 N. Gulfstream Blvd.
Unit 1105, Sarasota, Florida 34236.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription and acknowledgment of these articles and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

The corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations or, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure

any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue ONE HUNDRED (100) shares of no par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1255 N. Gulfstream Blvd. Unit 1105, Sarasota, Florida 34236, and the name of its initial registered agent at such address is JACQUES WELTMANN.

ARTICLE VII.

Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by holders of a majority of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

| Name | Address |
|------------------|--|
| JACQUES WELTMANN | 1255 N. Gulfstream Blvd. Unit 1105 Sarasota, Florida 34236 |
| ADELE WELTMANN | 1255 N. Gulfstream Blvd. Unit 1105 Sarasota, Florida 34236 |

ARTICLE VIII.

Subscribers

The name and street address of the incorporators signing these articles of incorporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| JACQUES WELTMANN | 1255 N. Gulfstream Blvd. Unit 1105 Sarasota, Florida 34236 |
| ADELE WELTMANN | 1255 N. Gulfstream Blvd. Unit 1105 Sarasota, Florida 34236 |

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, JACQUES WELTMANN has executed these articles of incorporation on the _____ day of September, 1995.

Jacques Weltmann
JACQUES WELTMANN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by JACQUES WELTMANN on the 11th day of September, 1995.

Diana Tronzo
Notary Public
My Commission Expires:

Notary Public
State of Florida at Large
My Commission Expires:
October 8, 1995

IN WITNESS WHEREOF, ADELE WELTMANN has executed these articles of incorporation on the _____ day of September, 1995.

Adele Weltmann
ADELE WELTMANN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by ADELE WELTMANN on the 11th day of September, 1995.

Diana Tronzo
Notary Public
My Commission Expires:

Notary Public
State of Florida at Large
My Commission Expires:
October 8, 1995

FLORIDA
STATE
STATUTES

95 SEP 13 PM 12:35

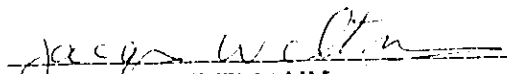
CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is GEMINI DISTRIBUTING, INC.
2. The name and address of the registered agent and office is:

JACQUES WELTMANN
1255 N. Gulfstream Blvd. Unit 1105
Sarasota, Florida 34236

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 I AM FAMILIAR WITH AND ACCEPT OBLIGATION OF MY POSITION AS REGISTERED AGENT.


JACQUES WELTMANN
Registered Agent