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 TO: DIVISION OF CORPORATIONS FROM: GEMAR CORPORATION COMPANY  
 DEPARTMENT OF STATE 1492 FLAGLER ST  
 STATE OF FLORIDA SUITE 200  
 409 EAST GAINES STREET MIAMI FL 33135-9-0000  
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
 PHONE: (305) 541-3894  
 FAX: (904) 922-4000 FAX: (305) 541-3770

(((H96000000892)))m DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GEMAR, INC. CURRENT STATUS: REQUESTED  
 FAX AUDIT NUMBER: H96000000892 TIME REQUESTED: 13:34:03  
 DATE REQUESTED: 01/18/1996 CERTIFICATE OF STATUS: 0  
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ARTICLES OF INCORPORATION  
OF  
GEMAR, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is GEMAR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 per value common stock, which shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 N.E. Fifth Avenue, Delray Beach, Florida, and the name of the initial registered agent of this corporation is Ernest G. Simon.

Ernest G. Simon  
100 N.E. Fifth Avenue  
Delray Beach, FL 33483  
Fla. Bar No. 074231  
(409) 278-2601

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall be never less than one (1). The name and address of the initial director for this corporation is:

Genoveva Marcos  
6801 Indian Creek  
Apt. 403  
Miami Beach, FL 33141

ARTICLE VII - INCORPORATORS

The name and the address of the person signing these Articles is:

Genoveva Marcos  
6801 Indian Creek  
Apt. 403  
Miami Beach, FL 33141

ARTICLE VIII - MAILING ADDRESS OF CORPORATION

The initial mailing address for this corporation is:  
6801 Indian Creek, Apt. 403, Miami Beach, FL 33141.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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**ARTICLE X - PREEMPTIVE RIGHTS**

The holders of shares of stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued in proportion to their holdings for the stock to be issued.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 1996

  
Genoveva Marcos

STATE OF FLORIDA  
COUNTY OF

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared GENOVEVA MARCOS, known to me and known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 2nd day of January, 1996

  
NOTARY PUBLIC  
Print Name: Micaela Martinez  
State of  
My commission expires:  
(SEAL)

OFFICIAL NOTARY SEAL  
MICAELA MARTINEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC04181  
MY COMMISSION EXPI. AUG. 30, 1998

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

First - that GEMAR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named ERNEST G. SIMON, located at 100 N.E. Fifth Avenue, Delray Beach, Florida, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Ernest G. Simon  
Registered Agent

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