

1201 HAYS STREET
TALLAHASSEE, FL 32310
904 222 0177
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96 APR 11 PM 3:27
DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032
REFERENCE : 915802 4331939
AUTHORIZATION : *Patricia Poynter*
COST LIMIT : \$ 122.50

ORDER DATE : April 11, 1996
ORDER TIME : 2:32 PM
ORDER NO. : 915802

CUSTOMER NO: 4331939 200001777622

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: GEMINI PSYCHICS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
96 APR 11 AM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Aptly.
Needs today
file date
Will send the
original tomorrow
Thanks
Karen

4/12/96
[Signature]

**ARTICLES OF INCORPORATION
OF
GEMINI PSYCHICS, INC.**

ARTICLE I - NAME

The name of the Corporation is **GEMINI PSYCHICS, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Voting Common Stock, \$.01 par value per share (the "Voting Common Stock"), and 10,000 shares of Non-Voting Common Stock, \$.01 par value per share (the "Non-Voting Common Stock").

The holders of Voting Common Stock and Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of Non-Voting Common stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Sections 607.1004(4) and 607.1103(6) of the Florida business Corporation Act (the "FBCA").

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is 7200 W. Camino Real, Suite 300, Boca Raton, Florida 33433.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name of the initial director of the Corporation is David A. Felger.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is C. Deryl Couch, 515 East Las Olas Boulevard, 15th Floor, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 11th day of April, 1996.

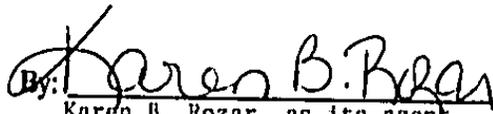


C. DERYL COUCH
Incorporator

**CONSENT OF REGISTERED AGENT
OF
GEMINI PSYCHICS, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of **GEMINI PSYCHICS, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY,
Registered Agent

By: 
Karen B. Rozar, as its agent