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P96000055885



PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 004718 81686A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 28, 1996

ORDER TIME : 11:06 AM FILE FIRST!!!

ORDER NO. : 004718 FILE FIRST!!!!

CUSTOMER NO: 81686A

CUSTOMER: Bernard Dane Stein, Esq
KEITH MACK LEWIS COHEN &
LUMPKIN, P.A.
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

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-06/28/96--01076--017
2065.00 *175.00

W96-13832

DOMESTIC FILING

NAME: ~~GEMAC, INC.~~

EFFECTIVE DATE

6-25-96

EFFECTIVE DATE: JUNE 25, 1996.

FILED
95 JUN 28 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY (TWO)
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

Dmc 6-21-96

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95 JUN 29 PM 1:21
DIVISION OF CORPORATIONS
6/2/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

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96 JUL -2 AM 10:08
DIVISION OF CORPORATION

July 1, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CEMAC, INC.
Ref. Number: W96000013832

RESUBMIT

Please give original
submission date as file date.

We have received your document for CEMAC, INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 596A00032369

EFFECTIVE DATE

10/25/90

ARTICLES OF INCORPORATION

OF

GEMAC INTERNATIONAL, INC.

FILED

96 JUN 28 AM 9:25

STATE OF FLORIDA

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: GEMAC INTERNATIONAL, INC.

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 500 shares of one (\$1.00) dollar par value common stock.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date these Articles are executed.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

C. Curtis Meltzer

Address of Registered Office

1611 NE 105th Street
Miami Shores, Florida 33138

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

<u>Name</u>	<u>Address</u>
Bernard Dane Stein	200 South Biscayne Blvd. 20th Floor Miami, Florida 33131

ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII

The Corporation shall have two (2) directors initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three(3) directors.

ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows:

<u>Principal Office</u>	<u>Mailing Address</u>
1611 NE 105th Street Miami Shores, Florida 33138	1611 NE 105th Street Miami Shores, Florida 33138

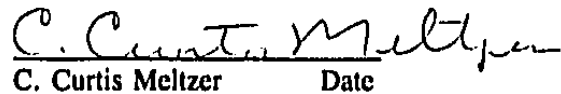
ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 25 day of June 1996, at Miami, Florida.


Bernard Dane Stein

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.


C. Curtis Meltzer Date

June 25, 1996

FILED
96 JUN 28 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA