

P 960000 85661

Requestor's Name

Legal

2887 N. W. 95th Ave

Orlando, FL

33065

FILED
OCT 11 AM 8:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESLER OCT 17 1996

**ARTICLES OF INCORPORATION
OF
GEM PRODUCTION GROUP, INC.**

**FILED
OCT 14 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be as stated above, GEM PRODUCTION GROUP, INC., and the principal place of business is 2886 N.W. 95 Avenue, Coral Springs, Florida 33065.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida, specifically, the dissemination of computer programs and software.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be:

SHARES

500

PAR VALUE

\$1.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporation or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT AT SUCH ADDRESS

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE

2886 N.W. 95 Avenue
Coral Springs, Florida 33065

AGENT AT SUCH ADDRESS

Mitchell J. Segal

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


MITCHELL J. SEGAL

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Directors may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The member(s) of the first Board of Directors is/are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Mitchell J. Segal, President	2886 N.W. 95 Avenue Coral Springs, Florida 33065
George Ellenburg, Vice President	591 N.W. 98 Avenue Plantation, Florida 33324
Elizabeth Martell, Secretary/Treasurer	2886 N.W. 95 Avenue Coral Springs, Florida 33065

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporate existence or until successors are elected or appointed and have qualified.

ARTICLE IV - SUBSCRIBERS

The name and address of the subscriber(s) to these Articles of Incorporation and the number of shares subscribed thereto is/are:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Mitchell J. Segal	2886 N.W. 95 Avenue Coral Springs, Fl. 33065	150
George Ellenburg	591 N.W. 98 Avenue Plantation, Florida 33324	150
Elizabeth Martell	2886 N.W. 95 Avenue Coral Springs, Fl. 33065	150

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any Director individually or any firm of which any Director may be a member, may be a part to, or may pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect

as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - ASSIGNMENT OF SUBSCRIPTIONS

The original subscriber(s) to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his/their subscription(s) to any other person, firm, or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments or assignment, provided, however, that any, but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

ARTICLE XII - OFFICERS

The officers of this corporation shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents, and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the Secretary of an Assistant Secretary of this corporation. The initial officers of the corporation shall be as follows:

OFFICERS

ADDRESS

Mitchell J. Segal, President

2886 N.W. 95 Avenue
Coral Springs, Fl. 33065

George Ellenburg, Vice-President

591 N.W. 98 Avenue
Plantation, Florida

Elizabeth Martell, Secretary/Treasurer

2886 N.W. 95 Avenue
Coral Springs, Fl. 33065

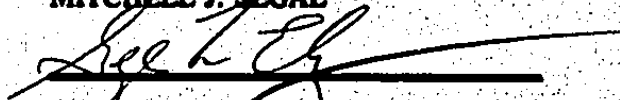
ARTICLE XIII - AMENDMENT

The corporation reserves that right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

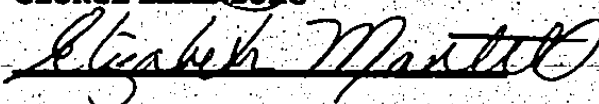
IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.



MITCHELL J. SEGAL



GEORGE ELLENBURG



ELIZABETH MARTELL

STATE OF FLORIDA:

COUNTY OF DADE :

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: MITCHELL J. SEGAL, GEORGE ELLENBURG, ELIZABETH MARTELL to me personally known or produced identification (FL DL) to be the person(s) described as subscriber(s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 10 day of OCTOBER, 1996.

My Commission Expires:


NOTARY PUBLIC



Maura Hart
My Commission CC577108
Expires Aug. 14, 2000

(Print, type or stamp commissioned name of notary public)

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96 OCT 14 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000085661

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

GEM PRODUCTION GROUP, INC.
10233 W. SAMPLE ROAD
SUITE 100
CORAL SPRINGS, FL 33065

SUBJECT: GEM PRODUCTION GROUP, INC.
Ref. Number: P96000085661

Debit Memo #: 80380-C

This is to inform you that check #1096 in the amount of \$165.00 submitted with the annual report for GEM PRODUCTION GROUP, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 8, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 697A00040344