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EMPIRE CORPORATE KIT

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GEMINI RESORT EXCHANGE, INC.

AUDIT NUMBER.....H97000002777

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EMPIRE CORPORATE KIT

P.02/12

ARTICLES OF INCORPORATION

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OF

GEMINI RESORT EXCHANGE, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and liabilities of a corporation for profit:

ARTICLE I

The name of the corporation shall be:

GEMINI RESORT EXCHANGE, INC.

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ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

(a) To purchase, acquire, through the issuance of its capital stock or otherwise, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate, and generally deal in any and all lands, improved and unimproved, and in business blocks, office buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.

(b) To own, hold, rent, lease, manage, encumber, improve, exchange, buy

Prepared By: Marshall Platt
FBN. 239844
4601 Sheridan St. #500-1.
Hollywood, FL 33021
954-963-2211

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and sell real property, collect rents, and do general real estate business; and in general to have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects above mentioned.

(c) To export from and import into the United States of America, and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature; and to purchase, sell, and deal in and with merchandise of every kind or nature for exportation from and importation into the United States to and from all countries foreign thereto; and for exportation from and importation into any foreign country to and from any other country foreign thereto; and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets; and to do a general foreign and domestic exporting and importing business.

(d) To do a general business as commission merchant, selling agent and factor under del credere commission in the manner and to the same extent as natural persons could do.

To carry on any and all business as manufacturers, producers, merchants, wholesale and retail, importers, and exporters, generally without limitation as to class of products and merchandise; and to manufacture, produce, adapt, repair, buy sell, and otherwise deal in any materials, articles, or things within the United States.

To make and enter into all kinds of contracts, agreements and obligations by or with any persons, corporation or corporations for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares and merchandise within the United States.

To carry on and undertake any business, undertaking, transaction or

H 97000002777

operation commonly carried on or undertaken by merchants, commission men, factors, importers, and manufacturer's agents and exporters, and in the course of such business or draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

To do a general commission merchant's and selling agent's business; and to buy, sell and otherwise dispose of, hold, own, manufacture, produce, export and import; and deal in, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever; to make and enter into all kinds of contracts, agreements and obligations by or with any person requiring, manufacturing, repairing and selling; and dealing in any articles of goods, wares or merchandise; and generally to exercise full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

(e) To manufacture and to buy and sell any and all merchandise, supplies and equipment necessary or incidental to carrying on the general business of the corporation; and to do any and all things incidental to the carrying on of said business including the right to own, buy, buy on credit, or otherwise acquire such personal property as may be necessary for carrying out the purposes for which this corporation is organized.

(f) To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop and otherwise handle, deal in and dispose of real estate, real property and any interest or right therein.

(g) To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds; and assume all or any part of the liabilities of any nature whatsoever of any company, corporation, partnership, firm, or individual engaged in any lawful business so acquired in its own name or otherwise.

(h) To borrow or raise monies for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment thereof and of the interest thereupon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(i) To buy, sell, repair, trade, manufacture, deal in and deal with goods, wares, appliances and merchandise of every kind and nature; and to purchase, manufacture, produce, hire or otherwise acquire, hold, own, use, sell, rent, repair, license the use of or otherwise deal in appliances and supplies therefor and, in general, machinery, tools, apparatus, metals, woods and articles composed, in whole or in part, of metal or wood, and goods, wares and merchandise of every kind and description.

(j) Generally to make and perform contracts of any kind or description for the purpose of attaining any of the objects of the corporation; and to do and perform any other acts or things and to exercise and adopt all powers which co-partnerships and natural persons could do or exercise and which now are or hereafter may be authorized by law; and generally to do and perform any and all things necessary or incidental to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(k) It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this, the Second Article of this Certificate of Incorporation, shall, except where otherwise so specified, be no-wise limited or restricted

by reference to or inference from the terms of any other paragraph of any other Article in this Certificate of Incorporation, but that the objects, purpose and powers specified in the Article, and in each of the Articles or paragraphs of this Certificate, shall be regarded as independent objects, purposes and powers; and the enumeration of specific purposes and powers shall not be construed to restrict, in any manner, the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude or in any way limit by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or implied by any reasonable construction of said law.

(l) To do, transact and perform any and all forms of business and activities that can legally be performed and transacted in the State of Florida, the United States of America and any other country of the world.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of this corporation shall be One Hundred (100) shares, said shares having a par value of One and 00/100 Dollar (\$1.00) each, and to be fully paid and non-assessable; all of which shall be common stock; and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of the corporation as the corporation may, from time to time, make; and all of said shares of stock shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

H 97000002777

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

This corporation shall be of perpetual existence unless dissolved according to law.

ARTICLE VI

CORPORATE ADDRESS

The principal office and mailing address of the corporation shall be at

**281 N.E. 38th STREET, APT. D-109
OAKLAND PARK, FLORIDA 33334**

ARTICLE VII

INDEMNIFICATION

This corporation shall indemnify, defend, save and hold harmless and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The Registered Office of the corporation shall be at:

**281 N.E. 38th STREET, APT. D-109
OAKLAND PARK, FLORIDA 33334**

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Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places both within and without the State of Florida and in any foreign countries. The name of the initial Registered Agent of this corporation at the above address is **LISA ALIANIELLO**.

ARTICLE IX

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors of not less than three (3) Directors to be increased at the discretion of the Board of Directors.

ARTICLE X

FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation, all subject to the provisions of this Certificate, the By-Laws and the Corporation Laws of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified, are:

NAME

ADDRESS

LISA ALIANIELLO

261 N.E. 38th Street, Apt. D-109
Oakland Park, Florida 33334

DANIEL LABATTO

6194 Pine Jog Avenue
Boca Raton, Florida 33433

CECELIA LABATTO

6194 Pine Jog Avenue
Boca Raton, Florida 33433

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ARTICLE XI**ADDRESSES OF THE OFFICERS OF THE CORPORATION**

The names and post office addresses of the Officers of the corporation are as follows:

| | <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|--------------------|---|
| President: | LISA ALIANIELLO | 261 N.E. 38th Street, Apt. D-109 Oakland Park, Florida 33334 |
| Secretary & Treasurer | DANIEL LABATTO | 618 Pine Jog Avenue Boca Raton, Florida 33433 |

ARTICLE XII**ADDRESS OF THE SUBSCRIBERS OF THE CORPORATION**

The name and address of the subscriber of the Certificate of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| DANIEL LABATTO | 6194 Pine Jog Avenue Boca Raton, Florida 33433 |
| CECELIA LABATTO | 6194 Pine Jog Avenue Boca Raton, Florida 33433 |

ARTICLE XIII**POWERS OF DIRECTORS**

The Directors may exercise all of the powers held by the corporation not inconsistent with law, and in particular, they may:

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(a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued;

(b) Make By-Laws for the exercise of corporate powers, the management, regulation and government of the corporation's property and affairs, the transfer of its stock, and the calling and holding of meeting of its Stockholders;

(c) Appoint such officers and agents which the affairs of the corporation shall require, and allow for suitable compensation;

(d) Issue notes and bonds of the corporation in evidence of its indebtedness, and mortgage and pledge or otherwise encumber the corporation's assets, real and personal, as security for the payment of same; and

(e) Acquire by purchase, gift or other lawful mode shares of its own capital stock and the capital stock of other corporations;

BUT THIS enumeration of powers shall not be held as in any manner curtailing the power belonging to the Directors by virtue of the Common and Statute Laws of the State of Florida.

ARTICLE XIV

BY-LAWS

The Power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

ARTICLE XV

PRE-EMPTIVE RIGHTS

Every Stockholder, upon the issuance or sale of either new or treasury stock for cash, property, services in payment of corporate debts or otherwise shall have the right to purchase his or her proportionate share thereof.

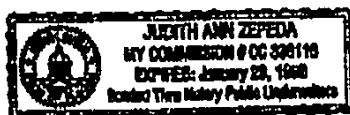
IN WITNESS WHEREOF, the undersigned Incorporator, being the same person named in Article XI above, and in evidence of his desire to form this corporation, does hereto subscribe his name, this 10 day of February, 1997.

Lisa Alianello
LISA ALIANIELLO, President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared LISA ALIANIELLO, to me personally known and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of GEMINI RESORT EXCHANGE, INC., and who is described in said Certificate as the Incorporator of said corporation, and she acknowledged before me that she executed same for the purpose herein expressed, and who did not take an oath.

GIVEN under my hand and seal of office, this 10 day of February, 1997.



Judith Ann Zepeda
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: **GEMINI RESORT EXCHANGE, INC.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT THE CITY OF OAKLAND PARK, COUNTY OF BROWARD, STATE OF
FLORIDA, HAS NAMED LISA ALIANIELLO, LOCATED AT 261 NE 38TH STREET, APT. D-
109, OAKLAND PARK, FLORIDA, 33334, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: *Lisa Alianiello*

LISA ALIANIELLO

TITLE: PRESIDENT

DATE: 2-10, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SIGNATURE: *Lisa Alianiello*LISA ALIANIELLO
(Registered Agent)DATE: 2-10, 1997

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