

TELEFAX 1-301-261-5555 TELEPHONE 1-301-261-5050
P97000066191

LAW OFFICES
SCOTT SMITH, P.C.
1001 BACK BAY BEACH
WEST RIVER, MARYLAND 20778

Scott G. Smith

DC, FL, MD, VA

5 JUNE 1997

NEW CORPORATE FILINGS
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 AM 10:41

RE: FILING ARTICLES OF INCORPORATION FOR GEMISAN

LADIES AND GENTLEMEN:

300002249513--6
-07/28/97--01131--019
****122.50 ****122.50

WE ARE ENCLOSING:

1. ARTICLES OF INCORPORATION FOR GEMISAN INCORPORATED; AND
2. CONSENT OF REGISTERED AGENT; AND
3. OUR FIRM'S CHECK FOR THE FILING FEE PLUS ONE CERTIFIED COPY OF THE ARTICLES OF INCORPORATION IN THE AMOUNT OF ONE HUNDRED AND TWENTY-TWO DOLLARS AND FIFTY CENTS (\$122.50).

PLEASE SEND THE RECEIPT, CERTIFIED COPY, ETC. TO THE REGISTERED AGENT.

GEMISAN.LOT
06 05 97

Thank you!
Scott Smith, P.C.
File No 300276

7/13/97

**ARTICLES OF INCORPORATION
OF
GEMISAN CORPORATION**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 28 AM 10:41**

(A FLORIDA CORPORATION)

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby further certify that I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

GEMISAN CORPORATION

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is:

One Hundred Thousand (100,000) Shares With a Par Value of One Cent (\$0.01) per share.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business, shall be and is the sum of One Thousand Dollars (\$1,000.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation shall be and is 11122 137th Street North, Largo, Florida 33774-4135.

ARTICLE VII

**The number of the Directors of this corporation shall be one (1).
That number may be increased from time to time by the by-laws
adopted by the stockholders.**

ARTICLE VIII

**The name and address of the first Board of Directors, who
subject to the provisions of this Certificate of Incorporation, by-laws
of this corporation and the laws of the State of Florida, shall hold
office for the first year of the corporation's existence or until their
successors are elected and qualified.**

NAME	STREET ADDRESS
Thomas R. McKeon	11122 137th Street North Largo, Florida 33774-4135

ARTICLE IX

**The street address of the initial registered office of the
corporation shall be 11122 137TH NORTH LARGO 33774-4135, and
the name of the initial registered agent of the corporation at that
address is Thomas R. McKeon.**

ARTICLE X

The name and mailing address of the incorporator is as follows:

NAME	MAILING ADDRESS
Scott G. Smith, Esq.	1301 Asturia Coral Gables, Florida 33134

ARTICLE XI

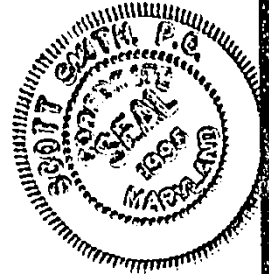
The officers of this corporation shall be a President, a Secretary, a Treasurer and such other officers, agents and factors as may be deemed necessary, including one or more Vice Presidents. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders therein are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, incorporator has hereunto set my hand and seal this 5th day of June, A.D., 1997, for the purpose of forming this corporation under the office of the

Secretary of State of the State of Florida, those Articles of
Incorporation and certify that the facts herein stated are true.


SCOTT G. SMITH, ESQ.
Incorporator



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
these Articles, I hereby accept the appointment as registered agent and
agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.


Thomas R. McKeon

Dated: 7/23/97

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