

P97000068564

8-2-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -7 PM 2:51

Enclosed please find:

1. Original Articles of Incorporation for Gemini Financial Corp.
2. Copy of Articles of Incorporation for Gemini Financial Corp.
3. Ck for \$122.50 for filing & certificate

000002260370--8

-08/07/97--01028--018

****122.50 ****122.50

Please return appropriate documents to:

Eloise L. Engler
Sec., Reg. Agent
1107 Woodbine Street
Fern Park, FL 32730

RP
8-7-97

ARTICLES OF INCORPORATION
OF
JEMINI FINANCIAL CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG - 7 PM 2:52

ARTICLE I -- NAME

The name of this corporation is JEMINI FINANCIAL CORPORATION.

ARTICLE II -- DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock.

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

1107 Woodbine Street
Fern Park, Florida 32730

The name of the initial registered agent of this corporation at that address shall be:

Eloise L. Engler

The street address of the corporate offices shall be:

1902 Water Lane
Maitland, Florida 32751

ARTICLE VI -- INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have three (3) directors initially. This number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one (1).

B. The name and address of the initial director(s) and officer(s) of this corporation are as follows:

Joan M. Foster	1902 Water Lane Maitland, Florida 32751	Director President Treasurer
James N. Foster	1902 Water Lane Maitland, Florida 32751	Director
Eloise L. Engler	1107 Woodbine Street Fern Park, Florida	Director Secretary

ARTICLE VII -- INCORPORATION

The name and address of the person signing these Articles are:

Eloise L. Engler
1107 Woodbine Street
Fern Park, Florida 32730

ARTICLE VIII -- BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

P97000068564

8-2-97

97 AUG -7 PM 2:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Enclosed please find:

1. Original Articles of Incorporation for Gemini Financial Corp.
2. Copy of Articles of Incorporation for Gemini Financial Corp.
3. Chk for \$122.50 for filing & certificate

000002260370--8

-08/07/97--01028--018

***122.50 ***122.50

Please return appropriate documents to:

Elvise L. Engler
Sec., Reg. Agent
1107 Woodbine Street
Lem Park, IL 32730

8-7-97

ARTICLES OF INCORPORATION
OF
JEMINI FINANCIAL CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG - 7 PM 2:52

ARTICLE I -- NAME

The name of this corporation is JEMINI FINANCIAL CORPORATION.

ARTICLE II -- DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock.

**ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

1107 Woodbine Street
Fern Park, Florida 32730

The name of the initial registered agent of this corporation at that address shall be:

Eloise L. Engler

The street address of the corporate offices shall be:

1902 Water Lane
Maitland, Florida 32751

ARTICLE VI -- INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have three (3) directors initially. This number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than one (1).

B. The name and address of the initial director(s) and officer(s) of this corporation are as follows:

Joan M. Foster	1902 Water Lane Maitland, Florida 32751	Director President Treasurer
James N. Foster	1902 Water Lane Maitland, Florida 32751	Director
Eloise L. Engler	1107 Woodbine Street Fern Park, Florida	Director Secretary

ARTICLE VII -- INCORPORATION

The name and address of the person signing these Articles are:

Eloise L. Engler
1107 Woodbine Street
Fern Park, Florida 32730

ARTICLE VIII -- BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREON, the undersigned subscriber has executed these Articles of Incorporation this 1st day of August, 1997.


ELOISE L. ENGLER

STATE OF FLORIDA)

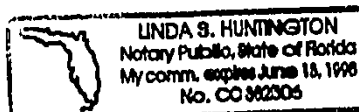
COUNTY OF ORANGE)

BEFORE ME the undersigned authority, personally appeared ELOISE L. ENGLER, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposed set forth therein. The subscriber is personally known to me or was identified by me as follows: _____

_____. He (did) (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of August, 1997.


Notary Public
My Commission Expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: JEMINI FINANCIAL CORPORATION
2. The name and address of the registered agent and office are:

Eloise L. Engler
1107 Woodbine Street
Fern Park, Florida 32730

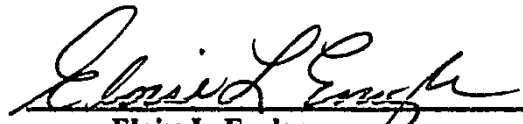
Date: August 1, 1997


Eloise L. Engler, Subscriber

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 my position as registered agent.


Date: August 1, 1997


Eloise L. Engler

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -7 PM 2:52