

P97000079754

September 10, 1997

Department of State, Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

100002291831--1
-09/12/97--01085--016
*****70.00 *****70.00

Re: GEMCO HOLDINGS, INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of GEMCO Holdings, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



John P. Laudenslager
1029 Delacroix Circle, Nokomis, FL 34275

Dmc
9-15-97

FILED
97 SEP 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GEMCO HOLDINGS, INC.**

FILED
97 SEP 12 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be GEMCO Holdings, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1029 Delacroix Circle, Nokomis, FL 34275.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock with no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: John P. Laudenslager, 1029 Delacroix Circle, Nokomis, Florida 34275.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
John P. Laudenslager, 1029 Delacroix Circle, Nokomis, FL 34275.

The undersigned incorporator has executed these Articles of Incorporation this
10th day of September, 1997.


John P. Laudenslager
1029 Delacroix Circle, Nokomis, FL 34275

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 SEP 12 PM 2: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: GEMCO Holdings, Inc.
2. The name of the registered agent and office is:

John P. Laudenslager
1029 Delacroix Circle, Nokomis, Florida 34275

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.

SIGNATURE

John P. Laudenslager

DATE

9/10/97