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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GEMINI CONSULTANTS, INC.

AUDIT NUMBER.....H98000009636

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 26, 1998

EMPIRE

SUBJECT: GEMINI BROTHERS CORPORATION  
REF: W98000011755

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

PLEASE SEE AGENT'S CERTIFICATE AND ACCEPTANCE AND COMPARE THEM TO THE REST OF THE ARTICLES.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburg  
Document Specialist

FAX Aud. #: E98000009636  
Letter Number: 798A00028970

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**ARTICLES OF INCORPORATION  
OF  
GEMINI BROTHERS CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I - Name**

The name of this corporation is Gemini Brothers Corporation.

**Article II - Purpose**

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

**Article III - Capital Stock**

This corporation is authorized to issue 1,000 shares of Common Stock, each share having a par value of \$1.00.

**Article IV - Principal Office**

The principal place of business and mailing address of this corporation shall be: 600 Biltmore Way, PH-107, Coral Gables, Florida 33134.

**Article V - Registered Office and Agent**

The street address of the registered office of this corporation is 600 Biltmore Way, PH-107, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Robert L. Brown.

This Document Prepared By:  
Mercedes Busto, P.A.  
370 Minorca Avenue  
Coral Gables, Florida 33134-4311  
Florida Bar #333107

(305) 443-2444

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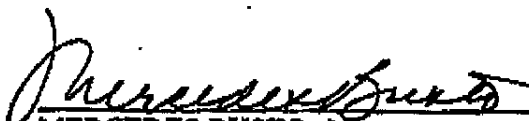
**Article VI- Board of Directors**

The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

**Article VII - Incorporator**

The name and street address of the incorporator to these Articles of Incorporation is: Mercedes Busto, 370 Minorca Avenue, Coral Gables, Florida 33134-4311.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22<sup>nd</sup> day of May, 1998.


  
MERCEDES BUSTO, Incorporator

STATE OF FLORIDA)

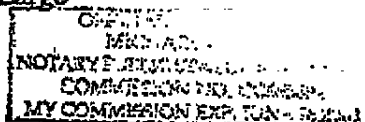
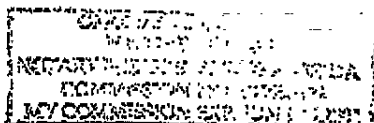
COUNTY OF DADE )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Mercedes Busto, personal identification \_\_\_\_\_, known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same for the purposes therein stated.

Sworn to and subscribed in the state and county aforesaid, this 22 day of May, 1998.

  
Print Name: Michael P. Gale  
Notary Public, State of Florida  
at Large

My commission expires:



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**CERTIFICATE OF DESIGNATION OF ADDRESS OF OFFICE FOR  
SERVICE OF PROCESS AND OF REGISTERED AGENT THEREAT  
OF  
GEMINI BROTHERS CORPORATION**

The undersigned, being the Incorporator of Gemini ~~BROTHERS CORPORATION~~ does hereby certify on behalf of said corporation as follows:

1. The name of the proposed corporation, which is submitting herewith its Articles of Incorporation to the Secretary of State, is **Gemini BROTHERS CORPORATION**
2. The corporation hereby designates the following address within the State of Florida as the address of its office at which service of process upon it within the State of Florida may be made, and at which its registered agent for such service shall be kept: **600 Biltmore Way, PH-107, Coral Gables, Florida 33134.**
3. The corporation hereby designates the following named individual as its registered agent for service of process at the address aforesaid: **Robert L. Brown.**

Signed on: May 21, 1998.

  
\_\_\_\_\_  
**ROBERT L. BROWN, Incorporator**

**STATEMENT OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
OF  
GEMINI BROTHERS CORPORATION**

The undersigned does hereby accept his appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the above Certificate and does hereby further state that he may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 2 of the aforesaid Certificate.

IN WITNESS WHEREOF, **ROBERT L. BROWN**, as said registered agent, has caused this Statement to be signed on May 21, 1998.

  
\_\_\_\_\_  
**ROBERT L. BROWN,  
Registered Agent**

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