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ATTORNEYS AT LAW

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CURT BLAIR
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June 24, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/24/98--01075--008
****122.50 ****122.50

SUBJECT: GEMINI JETS, INC.

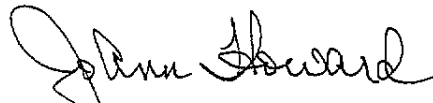
Enclosed is an original and one (1) copy of the articles of incorporation and a check for #122.50 for the filing fee and a certified copy.

FROM: JoAnn Howard (Ephraim Asher - Gemini Jets, Inc.)
HENRY, BUCHANAN, HUDSON, SUBER & WILLIAMS, P.A.
117 South Gadsden Street
Tallahassee, FL 32301
(850) 222-2920*

FILED
JUN 24 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please call JoAnn Howard at 222-2920 and a runner will pick up the certified documents for our office. Thank you.

HENRY, BUCHANAN, HUDSON
SUBER & WILLIAMS, P.A.



JoAnn R. Howard,
Secretary to John D. Buchanan
For The Firm

/jh
Enclosures

P. Hall

JUN 24 1998

1998 JUN 24

6:13 PM

**ARTICLES OF INCORPORATION
Of
GEMINI JETS, INC.**

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

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

ARTICLE ONE

NAME

1.01. The name of the Corporation is GEMINI JETS, INC.

ARTICLE TWO

DURATION

2.01. The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

3.01. The purposes for which this Corporation is organized is to transact any lawful business for which this Corporation is organized under the laws of the State of Florida.

ARTICLE FOUR

SHARES

4.01. The aggregate number of shares that this Corporation has authority to issue is Two Thousand (2,000) all of which shall be common shares with par value of \$0.01 each.

ARTICLE FIVE

**PREEMPTIVE RIGHTS IN PROPORTION
TO SHARES**

5.01. Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX
PRINCIPAL OFFICE

6.01. The street address of the principal place of business of the Corporation is:

1555 Delaney Drive # 1902
Tallahassee, Florida 32308.

ARTICLE SEVEN
INITIAL REGISTERED AGENT AND ADDRESS

7.01. As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name of the initial registered agent for the Corporation is:

Ephraim Asher
1555 Delaney Drive # 1902
Tallahassee, Florida 32308.

ARTICLE EIGHT
DIRECTORS

8.01. The initial Board of Directors of the Corporation shall consist of two members, but may be increased pursuant to the Corporate By-Laws.

8.02. The name and address of the member of the first Board of Directors is:

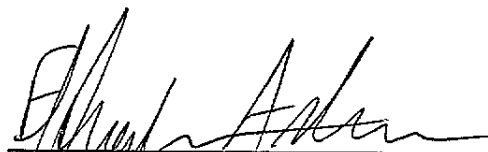
Ephraim Asher
1555 Delaney Drive # 1902
Tallahassee, Florida 32308.

ARTICLE NINE
INCORPORATOR

9.01. The names and address of the incorporator is:

Ephraim Asher
1555 Delaney Drive # 1902
Tallahassee, Florida 32308.

The undersigned has executed these Articles of Incorporation
this 24th day of June, 1998.



EPHRAIM ASHER, INCORPORATOR

FILED

98 JUN 24 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

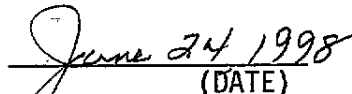
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **GEMINI JETS, INC.**
2. The name and address of the registered agent and office is:

EPHRAIM ASHER
1555 Delaney Drive # 1902
Tallahassee, Florida 32308.

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.


EPHRAIM ASHER


(DATE)