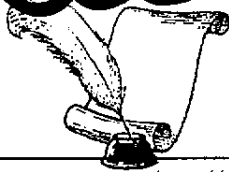


P98000068809



Jacquelyn R. Campbell, C.P.A., P.A.

Certified Public Accountant

July 22, 1998

Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, FL 32314

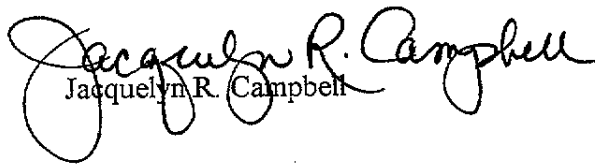
Gentlemen:

Enclosed are Articles of Incorporation for:

GEMS Enterprises, Inc.
3 Calendula Court, West
Homosassa, FL 34446

Also enclosed is a check for \$122.50, payable to the Division of Corporations, in payment of filing fees, a certified copy and designation of a registered agent.

Respectfully,


Jacquelyn R. Campbell

JRC/dt
Enclosures

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-07/24/98-01083-010
***122.50 ***122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 06 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 28, 1998

JACQUELYN R. CAMPBELL
7211 HIAWATHA PARKWAY
SPRING HILL, FL 34606

SUBJECT: GEMS ENTERPRISES, INC.
Ref. Number: W98000017089

We have received your document for GEMS ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 398A00039636

ARTICLES OF INCORPORATION
of
GEMS ENTERPRISES OF HERNANDO COUNTY, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of the corporations for profit.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

GEMS ENTERPRISES OF HERNANDO COUNTY, INC.

The principal place of business of this corporation shall be :

**3 CALENDULA CT., WEST
HOMOSASSA, FL 34446**

ARTICLE II - PERIOD OF DURATION

The period of duration of this corporation is perpetual, commencing on the date of execution and acknowledgment of these article or the earliest date allowable by the division of corporations, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 7000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

**PATRICIA F. BORG
3 CALENDULA CT., WEST
HOMOSASSA, FL 34446**

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have **SIX** directors, initially, and the number of directors may be increased or decreased by amendment of the by laws of the corporation but shall in no case be less than one.

The names and street addresses of the members of the initial board of directors is as follows:

**PATRICIA F. BORG
3 CALENDULA CT., WEST
HOMOSASSA, FL 34446**

**RICHARD J. BORG
3 CALENDULA CT., WEST
HOMOSASSA, FL 34446**

**GREGORY P. BORG
50 CONDUCTOR DRIVE
DAWSONVILLE, GA 30534**

**STEPHANIE ANN BORG
2130 FLETCHER POINT CIRCLE
TAMPA, FL 33613**

**ELAINE MARIE ARUNDELL
3619 ORANGEPOINTE ROAD
VALRICO, FL 33594**

**MICHAEL S. BORG
13377 ASBURY STREET
SPRING HILL, FL 34609**

ARTICLE VII - INCORPORATORS

The names and street addresses of the members of the initial subscribers signing these articles are as follows:

**STEPHANIE ANN BORG
2130 FLETCHER POINT CIRCLE
TAMPA, FL 33613**

**MICHAEL S. BORG
13377 ASBURY STREET
SPRING HILL, FL 34609**

**ELAINE MARIE ARUNDELL
3619 ORANGEPOINTE ROAD
VALRICO, FL 33594**

ARTICLE VIII - BYLAWS

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

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

ARTICLE IX - RESTRICTIONS OF TRANSFER OF STOCK

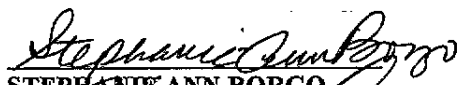
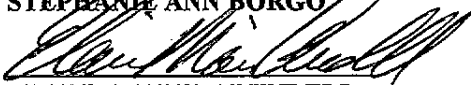
Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amounts set opposite their name(s):

GREGORY P. BORGO	70 SHARES
MICHAEL S. BORGO	10 SHARES
STEPHANIE ANN BORGO	10 SHARES
ELAINE MARIE ARUNDELL	10 SHARES

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

In witness whereof, the undersigned Incorporators have executed these Articles of Incorporation this 21st day of July, 1998.


STEPHANIE ANN BORGO

ELAINE MARIE ARUNDELL


MICHAEL S. BORGO

State of Florida
County of Pasco

BEFORE ME, the undersigned authority, personally appeared
MICHAEL S. BORG being duly sworn, says that he is the individual described in and who
subscribed the above Articles of Incorporation, and he did freely and voluntarily
acknowledge before me according to law that he made and subscribed the same for the
uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
22 day of July, 1998

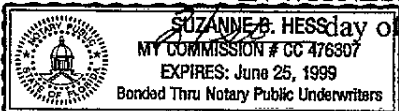


[Signature]
Notary Public, State of Florida

State of Florida
County of Hillsborough

BEFORE ME, the undersigned authority, personally appeared
STEPHANIE ANN BORG being duly sworn, says that she is the individual described in and
who subscribed the above Articles of Incorporation, and she did freely and voluntarily
acknowledge before me according to law that she made and subscribed the same for the
uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this



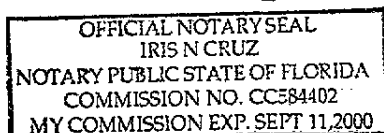
[Signature] day of July, 1998

[Signature]
Notary Public, State of Florida

State of Florida
County of Florida

BEFORE ME, the undersigned authority, personally appeared
ELAINE MARIE ARUNDELL being duly sworn, says that she is the individual described in
and who subscribed the above Articles of Incorporation, and she did freely and
voluntarily acknowledge before me according to law that she made and subscribed the
same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this
21st day of July, 1998



[Signature]
Notary Public, State of Florida

**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 agent/registered office, in the State of Florida:

GEMS ENTERPRISES OF HERNANDO COUNTY, INC.

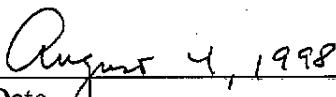
The name and address of the registered agent and office is:

**PATRICIA F. BORGO
3 CALENDULA CT., WEST
HOMOSASSA, FL 34446**

Acknowledgment:

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 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 obligation of my position as registered agent.


PATRICIA F. BORGO


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA