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TRANSMITTAL LETTER

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

800002614808--2  
-08/13/98--01050--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: GEMINI MANAGEMENT CONSULTANTS CORP.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARIA SUZARA  
Name (Printed or typed)

240 SE Mizner Blvd. Suite 401  
Address

Boca Raton, FL 33432  
City, State & Zip

(561) 395-3885  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 AUG 13 AM 8:40

FILED

JUL  
F. CHESSEY AUG 17 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

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

FILED  
98 AUG 13 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be:

Gemini Management Consultants Corp.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

240 SE Mizner Blvd. Suite 401  
Boca Raton, FL 33432

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

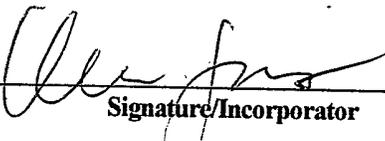
The name and Florida street address of the initial registered agent are:

Maria Suzara  
240 SE Mizner Blvd. Suite 401  
Boca Raton, FL 33432

**ARTICLE V INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Maria Suzara, President  
240 SE Mizner Blvd. Suite 401  
Boca Raton, FL 33432

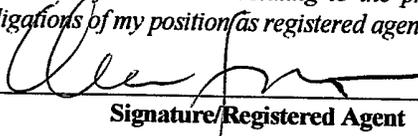
  
\_\_\_\_\_  
Signature/Incorporator

8/13/98

\_\_\_\_\_  
Date

(An additional article must be added if an effective date is requested.)

*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/Registered Agent

8/13/98

\_\_\_\_\_  
Date