

Tuesday, September 28, 1999

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

EFFECTIVE DATE  
9-28-99

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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.  
GEM Group, Inc.  
~~SECRETARY OF STATE~~

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 29, 1999

CORPORATE CREATIONS

SUBJECT: MBG CORP.  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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## ARTICLES OF INCORPORATION

### Article I. Name

**EFFECTIVE DATE**

9-28-99

The name of this Florida corporation is:  
GEM Group, Inc.

### Article II. Address

The mailing address of the Corporation is:  
GEM Group, Inc.  
28100 U.S. Highway 19 North, Suite 408  
Clearwater FL 33761

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Gregory Smith  
28100 U.S. Highway 19 North, Suite 408  
Clearwater FL 33761

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Greg Smith

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:  
Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 28, 1999.

The undersigned incorporator executed these Articles of Incorporation on September 29, 1999.

*R.A. Reyes*

CORPORATE CREATIONS INTERNATIONAL INC.  
Roger A. Reyes Vice President

Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
(305) 672-0686

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**GEM Group, Inc.**

**REGISTERED AGENT/OFFICE:**

**Gregory Smith**

**28100 U.S. Highway 19 North, Suite 408**

**Clearwater FL 33761**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**GREGORY SMITH**

by R.A. Reyes as attorney-in-fact

**Date: September 29, 1999**

**Corporate Creations International Inc.  
941 Fourth Street #200  
Miami Beach FL 33139  
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