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HOVIS & BOYETTE, P.A.
Attorneys at Law
BankFIRST Building, Second Floor
1380 Grand Highway
Clermont, Florida 34711
TEL: (352) 394-2103
FAX: (352) 394-2105

George E. Hovis
Wade Boyette

Post Office Drawer 120848
Clermont, FL 34712-0848

September 28, 1999

VIA CERTIFIED MAIL TO:

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-09/30/99--01069--002
*****70.00 *****70.00

RE: ALL RICH, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$70.00 representing the filing fee and registered agent fee.

If you have any questions regarding this matter, please contact our office.

Very truly yours,

HOVIS & BOYETTE, P.A.

Wade Boyette

Wade Boyette

KWB/jcg

Enclosures

FILED
99 SEP 30 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STT
10/11



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 1999

WADE BOYETTE, ESQ.
POST OFFICE DRAWER 120848
CLERMONT, FL 34712-0848

SUBJECT: ALL RICH, INC.
Ref. Number: W99000022784

We have received your document for ALL RICH, INC. and your check(s) totaling \$70.00. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 999A00047962

*Name was rejected & returned - however
Check was not returned. Apply fee
to filing fee for enclosed Corporation.*

FILED
99 SEP 30 PM 4:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

GEMINI HOMES, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: Gemini Homes, Inc., 158 Pine Cone Trail, Ormond Beach, FL 32174.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

Brian R. Hofer

158 Pine Cone Trail
Ormond Beach, FL 32174

The name and address of the Director are:

NAME

ADDRESS

Brian R. Hofer

158 Pine Cone Trail
Ormond Beach, FL 32174

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval

secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE X

Registered Office and Registered Agent

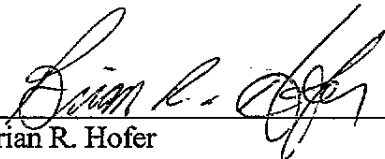
The address of the initial registered office of this corporation is 158 Pine Cone Trail, Ormond Beach, FL 32174. The name of the Registered Agent of this corporation is Brian R. Hofer at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 7th day of October, 1999.



Brian R. Hofer

ACCEPTANCE

I hereby accept appointment as Registered Agent of GEMINI HOMES, INC.

Dated: October 7, 1999.

