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 TO: DIVISION OF CORPORATIONS FROM: GEMAR CORPORATION COMPANY
 DEPARTMENT OF STATE 1492 FLAGLER ST
 STATE OF FLORIDA SUITE 200
 409 EAST GAINES STREET MIAMI FL 33135-9-0000
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
 PHONE: (305) 541-3894
 FAX: (904) 922-4000 FAX: (305) 541-3770

(((H96000000892)))m DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GEMAR, INC.
 FAX AUDIT NUMBER: H96000000892 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 01/18/1996 TIME REQUESTED: 13:34:03
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
GEMAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is GEMAR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 per value common stock, which shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 N.E. Fifth Avenue, Delray Beach, Florida, and the name of the initial registered agent of this corporation is Ernest G. Simon.

Ernest G. Simon
100 N.E. Fifth Avenue
Delray Beach, FL 33483
Fla. Bar No. 074231
(409) 278-2601

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall be never less than one (1). The name and address of the initial director for this corporation is:

Genoveva Marcos
6801 Indian Creek
Apt. 403
Miami Beach, FL 33141

ARTICLE VII - INCORPORATORS

The name and the address of the person signing these Articles is:

Genoveva Marcos
6801 Indian Creek
Apt. 403
Miami Beach, FL 33141

ARTICLE VIII - MAILING ADDRESS OF CORPORATION

The initial mailing address for this corporation is:
6801 Indian Creek, Apt. 403, Miami Beach, FL 33141.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE X - PREEMPTIVE RIGHTS

The holders of shares of stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued in proportion to their holdings for the stock to be issued.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of January, 1996


Genoveva Marcos

STATE OF FLORIDA
COUNTY OF

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared GENOVEVA MARCOS, known to me and known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 2nd day of January, 1996


NOTARY PUBLIC
Print Name: Micaela Martinez
State of
My commission expires:
(SEAL)

OFFICIAL NOTARY SEAL
MICAELA MARTINEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC04181
MY COMMISSION EXPI. AUG. 30, 1998

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMED AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

First - that GEMAR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named ERNEST G. SIMON, located at 100 N.E. Fifth Avenue, Delray Beach, Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Ernest G. Simon
Registered Agent

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