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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

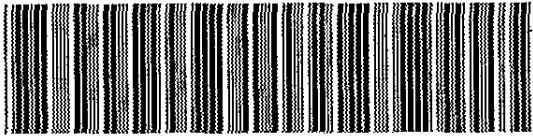
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. Burch FEB 7 2007

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Gemini Group Holdings, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Thomas M Butts
(Name of Person)

Gemini Group Holdings, Inc
(Firm/Company)

2627 Bitterroot Place
(Address)

Highlands Ranch, CO 80129
(City/State and Zip code)

For further information concerning this matter, please call:

Tom Butts at (303) 470-6108
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Gemini Group Holdings, Inc
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Colorado 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/13/2003 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2627 Bitterroot Place, Highlands Ranch, CO 80129
(Principal office address)

2627 Bitterroot Place, Highlands Ranch, CO 80129
(Current mailing address)

8. Profit-conduct business as a Mortgage Brokerage
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Incorp Services, Inc

Office Address: 17888 67th Court North

Loxahatchee, Florida 33470
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

See attached signature
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas M Butts

Address: 2627 Bitterroot Place, Highlands Ranch, CO 80129

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: Thomas M Butts

Address: 2627 Bitterroot Place, Highlands Ranch, CO 80129

Vice President: _____

Address: _____

Secretary: Thomas M Butts

Address: 2627 Bitterroot Place, Highlands Ranch, CO 80129

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Tom Butts - President + 100% owner

(Typed or printed name and capacity of person signing application)

STATEMENT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

I, Tennie Sedlacek

hereby acknowledge that the undersigned individual or corporation accepts the appointment
as Initial Registered Agent of Gemini Group Holdings, Inc.

the corporation which is named in the annexed Application for Certificate of Authority.

*(Sign on this line if the registered agent named in the application is an individual.
If this line is signed, the two lines below do not apply and must be left blank.)*

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TALLAHASSEE, FLORIDA

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CORPORATION ACTING AS A REGISTERED AGENT ONLY

(If the following lines are used, the signature line above does not apply and must be left blank.)

Incorp Services, Inc.

*(If the registered agent named in the application is a corporation, type or print the
name of that corporation here.)*

By Tennie Sedlacek C.O.O. on behalf of Incorp Services, Inc.
(An authorized officer of the corporation being appointed as registered agent must sign here.)

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

GEMINI GROUP HOLDINGS, INC.

is a
Corporation

formed or registered on 03/13/2003 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20031083925 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 01/25/2007 that have been posted, and by documents delivered to this office electronically through 01/30/2007 @ 12:47:31 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 01/30/2007 @ 12:47:31 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6691090 .



Secretary of State of the State of Colorado

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*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."