

PO000020425

OFFICE USE ONLY (Continued)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

FILED
 RECEIVED
 00 FEB 28 PM 12:56
 00 FEB 28 AM 11:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. GEM OF COOPER CITY, INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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2/28

Examiner's Initials

ARTICLES OF INCORPORATION

OF

GEM OF COOPER CITY, INC.

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ARTICLE I

The name of the corporation and its principal place of business shall be: GEM OF COOPER CITY, INC., 9730 Stirling Road, Cooper City, Florida 33024.

ARTICLE II

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

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 500 shares of common stock having \$1.00 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going business may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The name and street address of the initial registered agent of this corporation is: Gene Spadaro, 9730 Stirling Road, Cooper City, Florida 33024.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

Gene Spadaro, 9730 Stirling Road, Cooper City, FL 33024
President/Director

ARTICLE IX

The names and street addresses of the parties signing the Articles of Incorporation as subscribers are:

Gene Spadaro, 9730 Stirling Road, Cooper City FL 33024

ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy.

ARTICLE XI

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

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

ARTICLE XIII

The initial issue of stock shall be as follows:

Gene Spadaro, 100%

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 22nd day of February, 2000.



Gene Spadaro

(SEAL)

ACKNOWLEDGEMENT:

Having been named initial Registered Agent for the above stated corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.



Gene Spadaro, Registered Agent

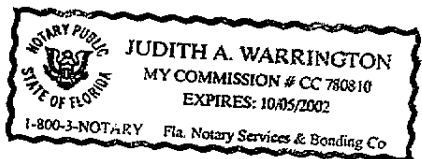
STATE OF FLORIDA]

COUNTY OF DADE] ss:

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County aforesaid, personally appeared Gene Spadaro, personally known to me to be the person[s] who executed the foregoing Articles of Incorporation, or who produced

as identification, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of February, 2000.



Judith A. Warrington
Notary Public, State of Florida
My Commission Expires:

FILED
00 FEB 28 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA