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COLÓN PARTNERS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAIL: 2234 NORTH FEDERAL HIGHWAY
#314 • BOCA RATON
FLORIDA 33431

TEL (561) 210-8452
FAX (561) 892-7776
PalmBeachOffice@aol.com

May 3, 2004

VIA AIRBORNE EXPRESS (5795108830)

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Attention: Division of Corporations

Re: Articles of Incorporation For
Gem Corporate, Inc.
(a corporation for profit)

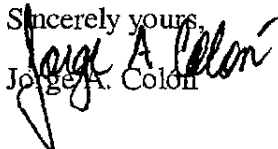
Gentlemen:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Resident Agent for Gem Corporate, Inc., a for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Resident Agent Fee	\$35.00
Certified Copy Fee	<u>\$ 8.75</u>
TOTAL	\$78.75

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above. Thank you for your courteous cooperation.

Sincerely yours,


Jorge A. Colón

Enclosures:

Original and one copy of Articles of Incorporation
Check for Filing Fee

**ARTICLES OF INCORPORATION
OF
GEM CORPORATE, INC.**

The undersigned incorporator to these Articles of Incorporation hereby form a profit corporation under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of this Corporation is GEM CORPORATE, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Corporation is: 926 East Cypress Creek Road, Ft. Lauderdale, Florida 33334.

ARTICLE III

Purpose

This Corporation is organized for the purpose of marketing, selling and promoting health and wellness products.

ARTICLE IV

Term of Existence

This Corporation shall have perpetual existence, commencing upon the filing these articles of incorporation with the Florida Secretary of State.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE V

Officers

The President is Dr. Drew Karp. The President shall have the authority to appoint officers and directors at his discretion. The address of the President is 926 East Cypress Creek Road, Ft. Lauderdale, Florida 33334.

ARTICLE VI

Capital Stock

The corporation is authorized to issue 1000 shares of \$.10 par value common stock, which shall be designated Common Shares.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is Colón Partners, P.A., 1200 N. Federal Hwy, #200, Florida 33432, and the name of its initial registered agent at such address is Jorge Colón, Esq.
BOCA RATON

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles and serving as the sole incorporator is:

Jorge Colón, Esq., Colón Partners, P.A., 2234 N. Federal Hwy, #314, Florida 33431
BOCA RATON

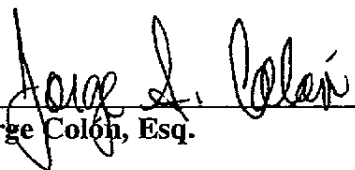
IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of Incorporation, this 3rd day of May, 2004.



Jorge Colón, Esq.
Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Jorge Colón, Esq.

Dated this 3rd day of May, 2004.

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04 MAY -5 PM 3:55
FALLS CHURCH, VA
REGISTERED AGENT