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To:

Division of Corporations Fax Number _ - .: (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 : (305)634-3694 : (305)633~9696 Fax Number

FLORIDA PROFIT CORPORATION OR P.A.

gem of coral gables, inc.

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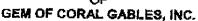
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ARTICLES OF INCORPORATION OF



The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE

The name of this corporation shall be:

GEM OF CORAL GABLES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

4019 LE JEUNE ROAD CORAL GABLES, FL 33146

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets:

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To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute § 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or piedge of all or any of its property, franchises, and income:

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested:

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue § 607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00 (one dollar).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

ERNIE FERNANDEZ 4019 LE JEUNE ROAD CORAL GABLES, FL 33146

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person (a) and the name and address of the person (s) who are to serve as an initial director (s) are:

ERNIE FERNANDEZ PRESIDENT, DIRECTOR 4019 LE JEUNE ROAD CORAL GABLES, FL 33148

MARCELO CHOPA VICE-PRESIDENT, DIRECTOR 4019 LE JEUNE ROAD CORAL GABLES, FL 33146

JORGE FERNANDEZ
TREASURER
4019 LE JEUNE ROAD
CORAL GABLES, FL 33146

ARTICLE VIII

The name and address of the incorporator executing these Articles of incorporation is:

ERNIE FERNANDEZ 4019 LE JEUNE RORD CORAL GABLES/FL 3319

The undersigned has executed these Articles of Information this 18 day of AUGUST 2004.

(incorporator)

40400010463

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First thatGEM OF CORAL GAB		
(Name of Corporation)		VI 10 1 7 - 1
desiring to organize under the laws of the State of	FLORIDA	_with its principal
office, as indicate in the articles of incorporation ha	s named ERNIE FEI	RNANDEZ Registered Agenti)
located at 4019 LE JEUNE ROAD	(148H)D	registered Agenty
City ofCORAL_GABLES County of		
(City)	(County)
State of Florida, as its agent to accept service of pr	ocess within this	sate.
HAVING BEEN NAMED AS REGISTERED AGE PROCESS FOR THE ABOVE STATED OF DESIGNATED IN THIS CERTIFICATE, I HEREE REGISTERED AGENT AND AGREE TO ACT AGREE TO COMPLY WITH THE PROVISIONS THE PROPER AND COMPLETE PERFORMA FAMILIAR WITH AND ACCEPT THE OBLIF REGISTERED AGENT. SIGNATURE	CORPORATION BY ACCEPT THE IN THIS CAPA OF ALL STATE NOE OF MY [AT THE PLACE APPOINTMENT AS ACITY, I FURTHER JTES RELATING TO DUTIES, AND I AM
	(Regin)	2001 AUG 20 A 8: 25 TALAHASSEE, FLORID