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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF REVENUE 12 W. FLAGLER ST
STATE OF FLORIDA MIAMI FL 33136
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(((H98000007522))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VALUE GEM, INC.
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

VALUE GEM, INC.

ARTICLE I

The name of this corporation is VALUE GEM, INC.

ARTICLE II

This corporation shall exist perpetually commencing on the date of execution and acknowledgement of these articles or if these articles should not be filed within five days of execution, then upon filing with the Secretary of State.

ARTICLE III

This corporation is organized for the purpose of engaging in all aspects of the business of importing, exporting, wholesaling and retailing of Jewelry and related products and any other lawful business.

ARTICLE IV

This corporation is authorized to issue 500 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V

Section 1. Dividends.

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

Prepared by:
E. Keith Allen, Esq
6101 SW 76th Street
South Miami, Fl 31343
(305) 661-2538 fax 662-2787
FBN 653802

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In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding common shares shall be entitled to ratable distribution of the remaining assets.

Section 3. Voting Rights.

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 VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 6101 S.W. 76th Street, South Miami, Florida 33143 and the name of the initial registered agent of this corporation at that address is R. KEITH ALLEN.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

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

L. A. NASSER, President
6101 SW 76TH Street
South Miami, Fl 33143

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ARTICLE IX - INCORPORATORS

The names and address of the person signing these articles is:

R. KEITH ALLEN
6101 S.W. 76 St.
South Miami, FL 33143

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIV - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XV - INDEMNIFICATION

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

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ARTICLE XVI - TRANSFER OF SHARES

As a matter of election, these Articles of Incorporation do adopt the following provisions restricting the transfer of shares, and such provisions shall be printed or typewritten on each stock certificate issued by the corporation as follows:

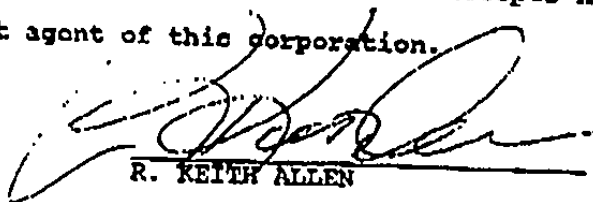
These shares nor any part hereof shall be sold or otherwise transferred to any person other than the person to whom originally issued, his or her heirs, executors or administrators, unless first submitted to GEM CORP. for redemption at the then fair market value. In the event that the Company shall fail or refuse to redeem such shares within ninety days following the tender thereof to the Company, then and in that event, the person to whom such shares were originally issued shall be authorized to dispose of such shares or any part thereof in any manner permitted by law. No transfer or any shares shall be valid, however, unless entered in the records of the company

The transfer of any shares of stock hereafter issued shall not be effective unless approved in writing by the stockholders.

ARTICLE XVII - AMENDMENT

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

IN WITNESS WHEREOF, R. KEITH ALLEN, as incorporator of this corporation, has executed these Articles of Incorporation this 22nd day of May, 1936, and the undersigned agrees and accepts his appointment as the resident agent of this corporation.


R. KEITH ALLEN

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared R. KEITH ALLEN, known to me and known by me to be the incorporator signing these Articles of Incorporation, and he stated that he executed such Articles of Incorporation for the uses and purposes therein expressed.

SWORN to and SUBSCRIBED before me this 24 day of MAY, 1996.

Valerie Jo Worden
Notary Public, State of Florida



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TALLAHASSEE, FLORIDA

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