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Florida Department of State

Division of Corporations

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To:

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Fax Number : (850) 922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GEM.COM INCORPORATED

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
GEM.COM INCORPORATED

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99 P.02/05
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person, competent to contract, and desiring to make and enter into the following ARTICLES OF INCORPORATION, for the purpose of forming a corporation under the laws of the State of Florida, does herewith agree as follows:

1. The name by which this corporation shall be known, is: GEM.COM INCORPORATED.

2. This corporation shall have perpetual existence.

3. This corporation is organized for the following purposes:

A. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real and personal property of all kinds and description; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land, and businesses belonging to or to be acquired by this company, or any other person, firm or corporation.

B. This corporation shall also have those powers as enumerated by Section 607.0302, Florida Statutes, as they now exist, together with any and all amendments, and/or

WILLIAM PHILLIPS, ESQ
Florida Bar #063231
901 Ponce DeLeon Blvd.-Ste. 305
Coral Gables, Florida 33134

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changes to said section that may hereafter be enacted.

4. This corporation is authorized to issue One Thousand shares of common stock without nominal or par value.

5. The amount of capital with which this corporation shall and does business with, is the sum of Five Hundred (\$500.00) Dollars, all of which capital has been paid in.

6. Any of the shareholders of this corporation, upon the sale for cash, of any new stock of this corporation, of the same kind, class or series, as that now being held by such shareholder, 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 is it offered to any other purchasers.

7. The street address of the initial Registered Agent and principal office of this corporation is 3171 Oak Avenue, Coconut Grove, Florida 33133; and the name of the initial Registered Agent at that address is LEONARD L. ARNAIZ.

8. This corporation shall have one director initially; however, the number of directors may be increased from time to time by the by-laws of the corporation, but shall never be less than one.

9. The name and address of the initial director and subscriber of this corporation is: LEONARD L. ARNAIZ, 3171 Oak Avenue, Coconut Grove, Florida 33133.

10. This corporation shall indemnify and save harmless any officer, and/or director, or any former officer or director to the full extent permitted by law.

11. The powers to adopt, alter, amend or repeal any of the by-laws of this corporation shall be vested in the Board of Directors, and the corporation reserves the right to amend or repeal any of the provisions of these Articles of incorporation, or any amendment thereto, and any right conversely conferred upon the shareholders of this corporation is subject to

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this reservation.

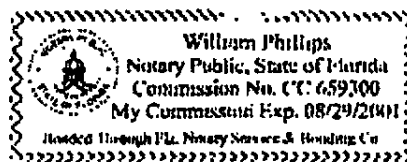
IN WITNESS WHEREOF, the undersigned Registered Agent and Subscriber has
executed these Articles of Incorporation, this 16 day of September, 1999.

**LEONARD L. ARNAIZ - President/Subscriber
and Registered Agent**

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged this 16th day of September, 1999,
by LEONARD L. ARNAIZ, who is personally known to me, ~~or who produced~~ _____
~~as identification~~, and who did take an oath.

William Phillips
NOTARY PUBLIC



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM SERVICE MAY BE MADE**

In pursuance of Chapter 607.0302, Florida Statutes, the following is submitted in
compliance with said Act.

1. That GEM.COM INCORPORATED, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation in Miami-Dade County, Florida, has named LEONARD L. ARNAIZ, located at 3171 Oak Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

LEONARD L ARNAIZ

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