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From:

Account Name : FAS-T CORP. AGENTS, INC.
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DISSOLUTION

GEMS OF AMERICA, INC.

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Dissolution
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ARTICLES OF DISSOLUTION

OF

GEMS OF AMERICA, INC.

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TALLAHASSEE, FLORIDA

Gems of America, Inc., a Florida corporation (the "Corporation"), by its Incorporator, for the purpose of complying with the provisions of Section 607.1403 of the Florida Business Corporations Act relating to the filing of Articles of Dissolution, does hereby execute the following Articles of Dissolution.

1. Name of the Corporation:

GEMS OF AMERICA, INC.

2. The foregoing dissolution was authorized by the Directors of the Corporation by written consent on the 31 day of December, 2003 and approved by the Shareholders of the Corporation by written consent on the 31 day of December, 2003.

3. The number of votes cast for dissolution by the Shareholders was sufficient for approval of the action authorizing such dissolution.

4. The dissolution contemplated herein shall become effective upon filing of these Articles of Dissolution with the Department of State, pursuant to Section 607.1403 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the President has executed these Articles of Dissolution, this 26 day of February, 2004.

GEMS OF AMERICA, INC.

By: 

Ruben Garcia, President