

F05000000868

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DIVISION OF REGISTRATION

Art. of Con.



FEB 22 2005



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032

REFERENCE : 194560 4331671

AUTHORIZATION

*Patricia Pijoto*

COST LIMIT : \$ 43.75

ORDER DATE : February 9, 2005

ORDER TIME : 10:23 AM

ORDER NO. : 194560-005

CUSTOMER NO: 4331671

CUSTOMER: Mr. Kevin J. Zanner  
Hurwitz & Fine, P.C.  
1300 Liberty Bldg.

Buffalo, NY 14202

FOREIGN FILINGS

NAME: GEMSEN AMERICA, INC.

XXXX ARTICLES OF CORRECTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: \_\_\_\_\_

**ARTICLES OF CORRECTION  
TO  
APPLICATION TO TRANSACT BUSINESS  
OF  
GEMSEN AMERICA, INC.**

The application to transact business was filed on February 9, 2005, with document number F05000000868. The document contains incorrect information and is being corrected pursuant to 607.0124, Florida statutes.

The information that is incorrect is contained in Section 12A of the original Application by Foreign Corporation for Authorization to Transact Business in Florida, a copy of which is attached as an exhibit and made a part of these articles of correction.

The correct information is as stated below:

Section 12A  
The name of the chairman is Sal Riina

dew

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Gemson America, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. February 2, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. No business conducted prior to registration.

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4768 N.W. 98th Lane, Coral Springs, Florida 33076

(Principal office address)

Same as above.

(Current mailing address)

8. Any lawful act or activity for which corporations may be formed.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation and the plaintiff designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Cynthia L. Harris  
(Registered agent's signature)

**Cynthia L. Harris  
as its agent**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: Sal Kiina

Address: c/o Gem-Sen

266 Applewood Cres., Concord, Ontario L4K 4B4

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: John Walton

Address: 4768 N. W. 98th Lane

Coral Springs, Florida 33076

Director: Nadia Riina

Address: c/o Gem-Sen

266 Applewood Cres., Concord, Ontario L4K 4B4

**B. OFFICERS**

President: John Walton

Address: 4768 N. W. 98th Lane

Coral Springs, Florida 33076

Vice President: N/A

Address: \_\_\_\_\_

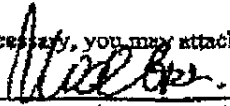
Secretary: Nadia Riina

Address: c/o Gem-Sen, 266 Applewood Cres., Concord, Ontario L4K 4B4

Treasurer: Nadia Riina

Address: c/o Gem-Sen, 266 Applewood Cres., Concord, Ontario L4K 4B4

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. John Walton, President  
(Typed or printed name and capacity of person signing application)

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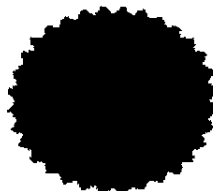
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEMSEN AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GEMSEN AMERICA, INC." WAS INCORPORATED ON THE SECOND DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3674008

DATE 805000033958