

L95000000173

MARIO WILLIAMS, P.A.  
800 Brickell Avenue, 6th Floor  
Miami, Florida 33131-2944

Telephone (305) 372-8600  
Fax (305) 379-2003

March 2, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
MAR-5 PM 1:52  
TALLAHASSEE, FLORIDA  
700001421797  
-03/06/95--01066--001  
\*\*\*\*710.00 \*\*\*\*337.50

To Whom It May Concern

Enclosed please find for filing the following documents:

1. Articles of Dissolution of Fidelity Financial Services, Inc.

(Also accompanying this document is an Affidavit of Fidelity Financial Services, Inc. relinquishing use of the name to its successor Fidelity Financial Services, L.C.);

2. Two sets of Articles of Organization of Fidelity Financial Services, L.C.. We request a certified copy of this filing;

3. Two sets of Articles of Organization of Fidelity Gemstones, L.C.. We request a certified copy of this filing;

Please process these documents and return to the above address. Also enclosed is this firm's check the amount of \$710 representing the cost to process these documents.

Sincerely,

  
MARIO WILLIAMS

Enclosure

5  
3/7

ARTICLES OF ORGANIZATION  
OF  
FIDELITY GEMSTONES, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Fidelity Gemstones L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 2750 North 29th Ave., Suite 209, Hollywood, FL 33020.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Mario Williams, P.A., 800 Brickell Ave., Suite 600, Miami, FL 33131.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Article hereinafter.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the

transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII - TERMINATION OF EXISTENCE

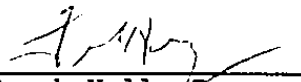
The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all members, provided there are at least two remaining members.

#### ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or the Articles of Organization. The names and address of the members of the company are:

NAME	ADDRESS
Frank Hall, Jr.	2750 North 29th Ave., Suite 209 Hollywood, Fl 33020
Cheryl G. Hall	2750 North 29th Ave., Suite 209 Hollywood, Fl 33020

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Florida, on this 1st day of March, 1995.

  
Frank Hall, Jr.  
Name of Organizer

STATE OF FLORIDA

COUNTY OF DADE

Before me personally appeared Frank Hall, Jr., to me well known to be the organizer of the above limited liability company and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 1st day of March, 1995.



Maytee Lugo-Borrero  
Notary Public, State of Florida

A. AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Fidelity Gemstones, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member (s) is One Thousand (\$1,000.00) Dollars.
3. The total amount of cash or property anticipated to be contributed by members is \$1,000.00.

THE AFFIANT SAYS NOTHING FURTHER

Dated: March 1, 1995

Frank Hall, Jr.  
Frank Hall, Jr.

STATE OF FLORIDA

COUNTY OF DADE

Before me personally appeared Frank Hall, Jr., to me well known to be a member of the above limited liability company and who subscribed the above Affidavit of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 1st day of March, 1995.



Maytee Lugo-Borrero  
Notary Public, State of Florida

B. ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Fidelity Gemstones, L.C., as the registered agent of this limited liability company, hereby consents to accept

service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of the position as registered agent.

Mario Williams, Esq.

FILED  
95 MAR -6 PM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA