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Division of Corporations

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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT**ASHES ETERNAL, INC.**

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASHES ETERNAL, INC.

Pursuant to the provisions of Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned Corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is Ashes Eternal, Inc., a Florida corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on March 2, 2000, under Document Number P00000021630.
3. These amendments to the Articles of Incorporation were duly adopted by the shareholders of the Corporation on March 5, 2001 and the number of votes cast for the amendments by the shareholders were sufficient for approval. These amendments to the Articles of Incorporation were duly adopted by all of the Directors of the Corporation on March 5, 2001.

4. The text of the Corporation's Amended and Restated Articles of Incorporation is as follows:

FIRST: The name of the Corporation is ETERNAL GEM, INC.

SECOND: The principal office and mailing address of the Corporation is 7820 South Holiday Drive, Suite 320, Sarasota, FL 34231.

THIRD: The period of the duration of the Corporation is perpetual.

FOURTH: The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any laws enacted to take the place thereof.

FIFTH: The total number of shares which the Corporation shall have the authority to issue shall be 50 million (50,000,000) shares which shall be divided into two (2) classes as follows: (a) 40,000,000 shares of Common Stock with a par value of \$.0001 per share; and (b) 10,000,000 shares of Preferred Stock, with a par value of \$.0001 per share, in such series and variations in the relative rights and preferences, if any, between such series as the Board of Directors shall determine.

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A. **COMMON STOCK.** Subject to the preferential dividend rights applicable to shares of any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each holder of record of the Common Stock shall have one (1) vote for such share of Common Stock standing in such holder's name on the books of the Corporation and entitled to vote.

B. **PREFERRED STOCK.** The Preferred Stock may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the number of shares to be included and such of the designations, powers, preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The extent of the voting powers, full or limited, if any, of the shares of such series, provided that the holder of shares of such series (i) will not be entitled to more than one (1) vote per share and (ii) will not be entitled to vote on any matter separately as a class, except (a) to the extent provided by Florida law and (b) to the extent specified in the Preferred Stock Designation with respect to such series;
2. The designation and name of such series and the number of shares that shall constitute such series;
3. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;
4. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;
5. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;

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6. Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund or other retirement provision and the extent to which the charges therefor are to have priority over the payment of dividends on or the making of sinking fund or other like retirement provisions for shares of any other series or over the payment of dividends on the Common Stock;

7. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation on shares of any other series or on the Common Stock;

8. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of any other series or of Common Stock;

9. The stated value, if any, for the shares of such series, the consideration for which shares of such series may be issued and amount of such consideration that shall be credited to the capital account; and

10. Any other preferences and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

All shares of Preferred Stock of any one series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall cumulate.

Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange, or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the

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extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

C. SERIES A CONVERTIBLE PREFERRED STOCK.

1. Designation and Amounts. The designation of this series, which consists of three million (3,000,000) shares of Preferred Stock, is the Series A Convertible Preferred Stock (the "Series A Preferred Stock") and the stated value shall be \$0.001 per share (the "Stated Value").

2. Dividends. The holders of Series A Preferred Stock (the "Series A Preferred Shareholders") will not be entitled to receive any dividends, of cash or other property, unless declared by the Board of Directors of the Corporation. If any dividend payments are made, Series A Preferred Shareholders, holders of Common Stock and any other series of Preferred Stock, unless designated otherwise, will share equally in the amount of dividends based on the number of shares issued and outstanding.

3. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution can be made with respect to the Common Stock, holders of each share of Series A Preferred Stock shall be entitled to be paid a liquidation distribution equal to \$1.00 per share (the "Series A Liquidation Amount"), out of the assets of the Corporation available for distribution, whether such assets are capital, surplus, or capital earnings.

If the assets of the Corporation available for distribution to the Series A Preferred Shareholders shall be insufficient to pay the Series A Preferred Shareholders the full amount of the Series A Liquidation Amount to which they, shall be entitled, such Series A Preferred Shareholders shall share equally based on the amount of their investment. Whenever a distribution provided for in this Section 3 is payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Corporation's Board of Directors.

After the payment of the Series A Liquidation Amount shall have been made in full to the Series A Preferred Shareholders or funds necessary for such payment shall have been set aside by the Corporation in trust for their account, the Series A Preferred Shareholders shall be entitled to no further participation in the distribution of the assets of the Corporation, and the remaining assets of the Corporation legally available for distribution to its shareholders shall be distributed among the holders of other classes of securities of the Corporation in accordance with their respective terms.

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4. Voting Rights. Series A Preferred Shareholders will be entitled to one (1) vote per share on all matters submitted to a vote of shareholders. Except as required by Florida law, holders of outstanding shares of Series A Preferred Stock will vote together with holders of the Common Stock and any other series of Preferred Stock, with voting rights (i.e., the "Series B Preferred Stock"), as a single class on all matters submitted to shareholders for a vote.

5. Conversion Rights. The Series A Preferred Shareholders shall have the following rights with respect to the conversion of the Series A Preferred Stock into shares of Common Stock:

A. General. Subject to and in compliance with the provisions of this Section 5, any share of the Series A Preferred Stock may, at the option of the holder, be converted at any time into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series A Preferred Stock shall be initially entitled to receive upon conversion shall be equal to one (1) share of Common Stock for each share of Series A Preferred Stock (the "Conversion Ratio"). From time to time the Conversion Ratio may be adjusted as provided herein and the number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled to receive shall also be adjusted by multiplying the adjusted Conversion Ratio by the number of shares of Series A Preferred Stock held by such holder prior to the event which gave rise to the adjustment of the Conversion Ratio.

B. Automatic Conversion. The foregoing, notwithstanding each outstanding share of Series A Preferred Stock, will convert automatically into one (1) share of Common Stock at such time as a registration statement is filed with the Securities and Exchange Commission (the "SEC") registering for sale under the Securities Act of 1933, as amended ("the Securities Act") shares of the Corporation's Common Stock for an initial public offering.

C. Adjustments to Applicable Conversion Ratio. In the event the Corporation shall (i) make or issue a dividend or other distribution payable in Common Stock; (ii) subdivide outstanding shares of Common Stock into a larger number of shares; or (iii) combine outstanding shares of Common Stock into a smaller number of shares, the Conversion Ratio shall be adjusted by multiplying the existing Conversion Ratio by a fraction:

(x) the numerator of which shall be the number of shares of Common Stock outstanding immediately after the issuance of such additional shares of Common Stock; and

(y) the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock.

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D. Capital Reorganization or Reclassification. If the Common Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 5), the holder of each share of Series A Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such capital reorganization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Series A Preferred Stock might have been converted immediately prior to such capital reorganization, reclassification or other change.

E. Exercise of Conversion Privilege. To exercise its conversion privilege, a holder of Series A Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series A Preferred Stock surrendered upon conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Series A Preferred Stock being converted, shall be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Series A Preferred Stock being converted or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series A Preferred Stock in accordance with the provision of this Section 5, and cash, as provided in Section 5(F), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effective immediately prior to the close of business on the Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series A Preferred Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby. The Corporation shall pay any taxes payable with respect to the issuance of Common Stock upon conversion of the Series A Preferred Stock, other than any taxes payable with respect to income by the holders thereof.

F. Cash in Lieu of Fractional Shares. The Corporation may, if it so elects, issue fractional shares of Common Stock or scrip representing fractional shares upon the conversion of shares of Series A Preferred Stock. If the Corporation does not elect to issue fractional shares, the Corporation shall pay to the holder of the shares of Series A Preferred Stock which were converted a cash adjustment in respect of such fractional shares, an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a reasonable

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manner prescribed by the Board of Directors) at the close of business on the Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the total number of shares of Series A Preferred Stock being converted at any one time by any holder thereof, not upon each share of Series A Preferred Stock being converted.

C. Partial Conversion. In the event some but not all of the shares of Series A Preferred Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series A Preferred Stock which were not converted.

6. Redemption. The Series A Preferred Stock shall be redeemable in whole or in part at any time after the date of issuances, at the option of the Board of Directors of the Corporation, upon giving the Series A Preferred Shareholders thirty (30) days written notice of its intention to redeem at a price of \$1.00 per share. If the Corporation makes a pro-rata redemption, it will redeem a pro-rata amount of shares from each Series A Preferred Shareholder. After the Corporation redeems all of the Series A Preferred Shares in full, it will issue one (1) share of its common stock to each Series A Preferred Shareholder.

7. Designations of Additional Series. The Board of Directors of the Corporation shall have the right to designate other shares of Preferred Stock having dividend, liquidation, or other preferences equal to, subsequent to or prior to the rights of holders of the Series A Preferred Stock. Such preferences shall be determined in the resolutions creating such subsequent series.

D. SERIES B CONVERTIBLE PREFERRED STOCK.

1. Designation and Amounts. The designation of this series, which consists of one million (1,000,000) shares of Preferred Stock, is the Series B Convertible Preferred Stock (the "Series B Preferred Stock") and the stated value shall be \$0.001 per share (the "Stated Value").

2. Dividends. The holders of Series B Preferred Stock (the "Series B Preferred Shareholders") will not be entitled to receive any dividends, of cash or other property, unless declared by the Board of Directors of the Company. If any dividend payments are made, the Series B Preferred Shareholders, holders of Series A Preferred Stock and holders of Common Stock, unless designated otherwise, will share equally in the amount of dividends based on the number of shares issued and outstanding.

3. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Series B Preferred Shareholders will be entitled to receive a liquidation distribution equal to \$1.00 per share ("the Series B Liquidation

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Amount"), out of the assets of the Corporation available for distribution, whether such assets are capital, surplus, or capital earnings. However, the holders of shares of Series B Preferred Stock will not be entitled to receive the liquidation price of such shares until the liquidation price of any other series of the Corporation's stock which ranks senior as to liquidation rights of the Series B Preferred Stock has been paid in full. The Series B Preferred Stock has liquidation rights which have priority over the Common Stock and is subordinate to the liquidation rights of the Series A Preferred Stock and other series of Preferred Stock issued after this date which may have senior liquidation rights.

If the assets of the Corporation available for distribution to the Series B Preferred Shareholders shall be insufficient to pay the Series B Preferred Shareholders the full amount of the Series B Liquidation Amount to which they, shall be entitled, such Series B Preferred Shareholders shall share equally based on the amount of their investment. Whenever a distribution provided for in this Section 3 is payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Corporation's Board of Directors.

After the payment of the Series B Liquidation Amount shall have been made in full to the Series B Preferred Shareholders or funds necessary for such payment shall have been set aside by the Corporation in trust for their account, the Series B Preferred Shareholders shall be entitled to no further participation in the distribution of the assets of the Corporation, and the remaining assets of the Corporation legally available for distribution to its shareholders shall be distributed among the holders of other classes of securities of the Corporation in accordance with their respective terms.

4. Voting Rights. Series B Preferred Shareholders will be entitled to one (1) vote per share on all matters submitted to a vote of shareholders. Except as required by Florida law, holders of outstanding shares of Series B Preferred Stock will vote together with holders of the Common Stock and any other series of Preferred Stock, with voting rights (i.e., the "Series A Preferred Stock"), as a single class on all matters submitted to shareholders for a vote.

5. Conversion Rights. The Series B Preferred Shareholders shall have the following rights with respect to the conversion of the Series B Preferred Stock into shares of Common Stock:

A. General. Subject to and in compliance with the provisions of this Section 5, any share of the Series B Preferred Stock may, at the option of the holder, be converted at any time into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series B Preferred Stock shall be initially entitled to receive upon conversion shall be equal to one (1) share of Common Stock for each share of Series B Preferred Stock (the "Conversion Ratio"). From time to time the Conversion Ratio may be adjusted as

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provided herein and the number of shares of Common Stock to which a holder of Series B Preferred Stock shall be entitled to receive shall also be adjusted by multiplying the adjusted Conversion Ratio by the number of shares of Series B Preferred Stock held by such holder prior to the event which gave rise to the adjustment of the Conversion Ratio.

B. Automatic Conversion. The foregoing, notwithstanding each outstanding share of Series B Preferred Stock, will convert automatically into one (1) share of Common Stock at such time as a registration statement is filed with the Securities and Exchange Commission (the "SEC") registering for sale under the Securities Act of 1933, as amended ("the Securities Act") shares of the Corporation's Common Stock for an initial public offering.

C. Adjustments to Applicable Conversion Ratio. In the event the Corporation shall (i) make or issue a dividend or other distribution payable in Common Stock; (ii) subdivide outstanding shares of Common Stock into a larger number of shares; or (iii) combine outstanding shares of Common Stock into a smaller number of shares, the Conversion Ratio shall be adjusted by multiplying the existing Conversion Ratio by a fraction:

(x) the numerator of which shall be the number of shares of Common Stock outstanding immediately after the issuance of such additional shares of Common Stock; and

(y) the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock.

D. Capital Reorganization or Reclassification. If the Common Stock issuable upon the conversion of the Series B Preferred Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section 5), the holder of each share of Series B Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such capital reorganization, reclassification or other change by holders of the number of shares of Common Stock into which such shares of Series B Preferred Stock might have been converted immediately prior to such capital reorganization, reclassification or other change.

E. Exercise of Conversion Privilege. To exercise its conversion privilege, a holder of Series B Preferred Stock shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such

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conversion shall be issued. The certificate or certificates for shares of Series B Preferred Stock surrendered upon conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Series B Preferred Stock being converted, shall be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Series B Preferred Stock being converted or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series B Preferred Stock in accordance with the provision of this Section 5, and cash, as provided in Section 5(F), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effective immediately prior to the close of business on the Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series B Preferred Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby. The Corporation shall pay any taxes payable with respect to the issuance of Common Stock upon conversion of the Series B Preferred Stock, other than any taxes payable with respect to income by the holders thereof.

F. Cash in Lieu of Fractional Shares. The Corporation may, if it so elects, issue fractional shares of Common Stock or scrip representing fractional shares upon the conversion of shares of Series B Preferred Stock. If the Corporation does not elect to issue fractional shares, the Corporation shall pay to the holder of the shares of Series B Preferred Stock which were converted a cash adjustment in respect of such fractional shares, an amount equal to the same fraction of the market price per share of the Common Stock (as determined in a reasonable manner prescribed by the Board of Directors) at the close of business on the Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the total number of shares of Series B Preferred Stock being converted at any one time by any holder thereof, not upon each share of Series B Preferred Stock being converted.

G. Partial Conversion. In the event some but not all of the shares of Series B Preferred Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the number of shares of Series B Preferred Stock which were not converted.

6. Redemption. The Series B Preferred Stock shall be redeemable in whole or in part at any time after the date of issuances, at the option of the Board of Directors of the Corporation, upon giving the Series B Preferred Shareholders thirty (30) days written notice of its intention to redeem at a price of \$1.00 per share. If the Corporation makes a pro-rata redemption, it will redeem a pro-rata amount of shares from each Series B Preferred Shareholder.

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7. Designations of Additional Series. The Board of Directors of the Corporation shall have the right to designate other shares of Preferred Stock having dividend, liquidation, or other preferences equal to, subsequent to or prior to the rights of holders of the Series B Preferred Stock. Such preferences shall be determined in the resolutions creating such subsequent series.

SIXTH: The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be Andrew M. Badolato, 7820 South Holiday Drive, Suite 320, Sarasota, FL 34231.

SEVENTH: The Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

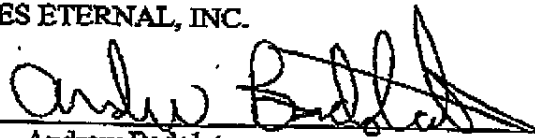
EIGHTH: This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

NINTH: This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation by its duly authorized officer this 29th day of March, 2001.

ASHES ETERNAL, INC.

By:



Andrew Badolato

Vice President Corporate Finance

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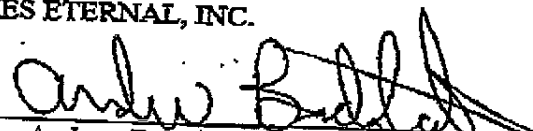
**CERTIFICATE TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASHES ETERNAL, INC.**

The foregoing Amended and Restated Articles of Incorporation were duly adopted in accordance with the provisions of Section 607.1007(3) of the Florida Business Corporation Act. The Amended and Restated Articles were adopted by a written consent of the shareholders of the Corporation effective as of February 23, 2001, and the Amended and Restated Articles received at least a majority of the votes that the shareholders present or represented by proxy at such meeting were entitled to cast. The Amended and Restated Articles were duly adopted by the Corporation's Directors by unanimous written consent effective as of February 23, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to Amended and Restated Articles of Incorporation by its duly authorized officer this 29th day of March, 2001.

ASHES ETERNAL, INC.

By: _____


Andrew Badolato
Vice President Corporate Finance

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Eternal Gem, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment as Registered Agent and Agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

ETERNAL GEM, INC.

By: 

Andrew M. Badolato

Vice President Corporate Finance

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