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FLORIDA PROFIT CORPORATION OR P.A.

BEST GEMS, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**BEST GEMS, INC.**

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME.**

The name of the corporation shall be:

**BEST GEMS, INC.**

The address of the principal office of this corporation shall be 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020 and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS.**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock having no par value per share.

Joseph P. Klapholz, Esq.  
c/o Mancilla & Klapholz, LLP.  
2500 Hollywood Blvd., # 212  
Hollywood, FL 33020  
Phone: (554)-925-3355  
Florida Bar No.: 450431

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**ARTICLE IV. REGISTERED AGENT.**

The street address of the initial registered office of the corporation shall be c/o Manella & Klapholz, LLP., 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Joseph P. Klapholz.

**ARTICLE V. TERM OF EXISTENCE.**

This corporation is to exist perpetually.

**ARTICLE VI. OFFICERS.**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

**PRESIDENT:** MOSHE HAMAOU  
2500 Hollywood Boulevard, Suite 212  
Hollywood, Florida 33020

**VICE-PRESIDENT:** MOSHE HAMAOU  
2500 Hollywood Boulevard, Suite 212  
Hollywood, Florida 33020

**SECRETARY/TREASURER:** MOSHE HAMAOU  
2500 Hollywood Boulevard, Suite 212  
Hollywood, Florida 33020

**ARTICLE VII. INDEMNIFICATION.**

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

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ARTICLE VIII. RESTRICTION OF NEW STOCK.

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE IX. INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation:

Joseph P. Klapholz, Esq.  
c/o Manella & Klapholz, LLP.  
2500 Hollywood Boulevard, Suite 212  
Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned agent of Manella & Klapholz, LLP. has hereunto set his hands and seal on this 9 day of May, 2000.

MANELLA & KLAPHOLZ, LLP.

by:

JOSEPH P. KLAPHOLZ, Esq.  
Florida Bar No.: 450431

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Joseph P. Klapholz, Esq., an individual residing in this State having a business office at 2500 Hollywood Boulevard, Suite 212, Hollywood, Florida 33020 and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of BEST GEMS, INC., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

by:   
JOSEPH P. KLAPHOLZ, Esq.

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