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DAVID C. LEVENREICH
ATTORNEY AND COUNSELOR AT LAW
FILED

ALSO ADMITTED TO
PRACTICE IN
THE STATE OF TEXAS

00 OCT 26 PM 4:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

406 SOUTH PROSPECT AVENUE
CLEARWATER, FLORIDA 34616

TELEPHONE: (813) 441-8485
FACSIMILE: (813) 441-4558

(727)

September 8, 2000

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: GEMS, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$78.75 made payable to "Department of State" to cover the filing fee as follows:

\$ 35.00 - Filing Fees
\$ 8.75 - Certified Copy
\$ 35.00 - Registered Agent Designation
\$ 78.75

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/pw

Enclosures

cc: Mr. Gary Eng via facsimile transmission w/o enclosure

W 22409
PH 5/13/00
PH 10/26/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 13, 2000

DAVID C LEVENREICH, ESQ.
406 S PROSPECT AVE
CLEARWATER, FL 34616

SUBJECT: GEMS, INC.
Ref. Number: W00000022409

We have received your document for GEMS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 400A00048389

DAVID C. LEVENREICH
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO
PRACTICE IN
THE STATE OF TEXAS

406 SOUTH PROSPECT AVENUE
CLEARWATER, FLORIDA 34616

TELEPHONE: (813) 441-8485
FACSIMILE: (813) 441-4558

33756
(727)

October 23, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: GEMS, INC. / GEMS SERVICE, INC.

Dear Sir/Madam:

Pursuant to your letter dated September 13, 2000 (a copy of which is enclosed), enclosed please find an original and one (1) copy of the Articles of Incorporation for GEMS SERVICE, INC. I had previously sent you a check (which you cashed) in the amount of \$78.75 for the filing fee. It is my understanding that you will use that credit to cover the filing fee for GEMS SERVICE, INC.

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/pw

Enclosures

cc: Gary Eng, President w/c enclosure via facsimile transmission

ARTICLES OF INCORPORATION OF
GEMS SERVICE, INC.

FILED

00 OCT 26 PM 4: 39

ARTICLE I - Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is GEMS SERVICE, INC.

ARTICLE II - Street Address and Mailing Address

The street address and mailing address of this corporation is
10700 - 76th Court, Largo, FL 33777.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any
or all lawful business for which it may be incorporated under Chapter
607, Florida Statutes as presently enacted and as it may be amended
from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One
Dollar (\$1.00) par value common stock, which shall be designated as
"Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this
corporation is 10700 - 76th Court, Largo, FL 33777. The name of the
initial registered agent of this corporation at that address is Gary
Eng.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number
of directors may be either increased or diminished from time to time
by the By-laws but shall never be less than one (1). The name and
address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Gary Eng	10700 - 76th Court Largo, FL 33777

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles is
Gary Eng, 10700 - 76th Court, Largo, FL 33777.

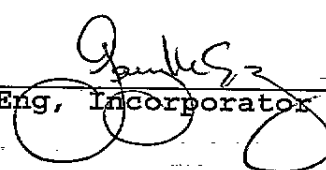
ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

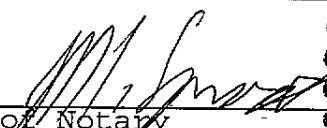
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 2000.



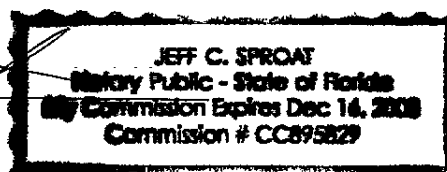
Gary Eng, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 18th day of October, 2000, by Gary Eng, who is personally known to me or who has produced Florida Driver's License as identification.



Name of Notary
Notary Public
Serial # of Notary



CLERK OF STATE
TALLAHASSEE, FLORIDA

00 OCT 26 PM 4:39

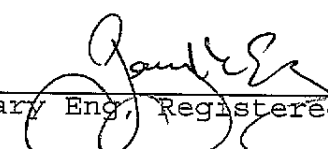
FILED

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Fla. Stat. Section 48.091, GEMS SERVICE, INC., desiring to organize under the laws of the State of Florida, hereby designated Gary Eng, located at 10700 - 76th Court, Largo, FL 33777, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative to maintaining an office for the service of process.



Gary Eng, Registered Agent