

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
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RESUBMIT

Please give original submission date as file date.

FLORIDA PROFIT CORPORATION OR P.A.**GEMSTONE, INC.**

Certificate of Status	0
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Page Count	6
Estimated Charge	\$70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 28, 2001

CORPORATION SERVICE CO

SUBJECT: GEMSTONE, INC.
REF: W01000004545

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

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FAX Aud. #: H01000021449
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 28 PM 4:29

ARTICLES OF INCORPORATION
OF
GEMSTONE ACQUISITIONS, INC.

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:

GEMSTONE ACQUISITIONS, INC.

The address of the principal office of this corporation shall be 301 Yamato Road, Suite 4195, Boca Raton , Florida 33431, 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 1,500 shares of common stock having no par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 301 Yamato Road, Suite 4195, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Michael D. Masanoff.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Michael D. Masanoff	301 Yamato Rd, Ste 4195 Boca Raton, FL 33431
Morris L. Stoltz II	Same
Mark A. Guzzetta	Same

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ARTICLE VII. INCORPORATOR

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

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on February 26, 2001.



Its Incorporator, Laura R. Dunlap

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GUZZETTA CORP

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Michael D Masanoff, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

GEMSTONE ACQUISITIONS, INC.

Michael D Masanoff is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Michael D Masanoff

jsw

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