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**Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.  
GEMSTONE PARTNERS, INC.**

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ARTICLES OF INCORPORATION  
OF  
GEMSTONE PARTNERS, 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 PARTNERS, 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.

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 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 Road
Dir.	Suite 4195
	Boca Raton, Florida 33431

Morris L. Stoltz	301 Yamato Road
Dir.	Suite 4195
	Boca Raton, Florida 33431

Mark A. Guzzetta	301 Yamato Road
Dir.	Suite 4195
	Boca Raton, Florida 33431

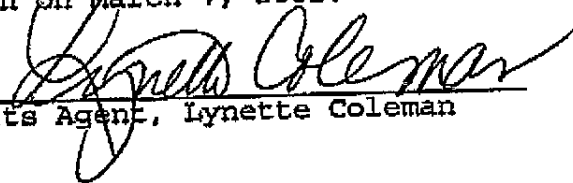
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ARTICLE VII. INCORPORATOR

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 March 7, 2001.

By:   
Its Agent, Lynette Coleman

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL 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 PARTNERS, INC.

MICHAEL MASANOFF is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Michael D Masanoff

Typed Name: MICHAEL MASANOFF

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