

# P01000055475

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

gemworks, inc.

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

June 4, 2001

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SUBJECT: GEMWORKS, INC.  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF

Gemworks, Inc.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this corporation is Gemworks, Inc. The principal place of business and mailing address for the corporation is: 100 East Flagler Street, 6<sup>th</sup> floor, Miami, Florida 33131.

ARTICLE II  
PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

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**ARTICLE III**  
**CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

**ARTICLE IV**  
**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is:

3531 GRIFFIN ROAD  
FT. LAUDERDALE, FLORIDA 33312

and the name of the initial registered agent at that address is:

HAGEN & HAGEN, P.A.  
3531 GRIFFIN ROAD  
FORT LAUDERDALE, FLORIDA 33312

## ARTICLE VI

### NUMBER OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Solomon Bendayan President/Secretary	100 East Flagler Street, 6 <sup>th</sup> floor Miami, Florida 33131

## ARTICLE VIII

### SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Solomon Bendayan	100 East Flagler Street, 6 <sup>th</sup> floor Miami, Florida 33131

## ARTICLE IX

### CUMULATIVE VOTING FOR DIRECTORS


At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

## ARTICLE X

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 29 day of May, 2001.

 (SEAL)  
Solomon Bendayan

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT Gemworks, Inc.  
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI,  
STATE OF FLORIDA, HAS NAMED HAGEN & HAGEN, P.A. LOCATED AT 3531  
GRIFFIN ROAD, CITY OF FT. LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
BY: Solomon Bendayan  
TITLE: President

Dated this 29 day of May, 2001.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
HAGEN & HAGEN, P.A.  
RESIDENT AGENT

Dated this 29 day of May, 2001

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