

P0200012043,

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000063655 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : EDWARD H. GILBERT, P.A.
Account Number : I19990000063
Phone : (561) 361-9300
Fax Number : (561) 361-9369

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 FEB 26 PM 4:23

RECEIVED
03 FEB 26 PM 3:39
DIVISION OF CORPORATIONS

BASIC AMENDMENT

AMERICAN GEM ASSOCIATES INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Amended & Restated
Art.
02/27/03
Dr



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 26, 2003

AMERICAN GEM ASSOCIATES INC.
1450 MADRUGA AVE
300
CORAL GABLES, FL 33146

SUBJECT: AMERICAN GEM ASSOCIATES INC.
REF: P02000120434

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE REMOVE THE COMMA FROM THE CORPORATE NAME.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000063655
Letter Number: 803A00012361

(((H03000063655 2)))

CERTIFICATE
OF
AMERICAN GEM ASSOCIATES INC.
(the "Certificate")

THE UNDERSIGNED, being the sole director of AMERICAN GEM ASSOCIATES Inc., a Florida corporation (the "Corporation"), hereby certifies the following:

1. Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, the Articles of Incorporation (the "Existing Articles") of the Corporation were amended, superseded in their entirety and adopted as the Amended and Restated Articles of Incorporation (the "Restated Articles"), a true and correct copy of which Restated Articles is attached hereto as Exhibit A, by unanimous written consent of the sole director of the Corporation on February 26, 2003.

2. No shares of stock have been issued by the Corporation as of the date of this Certificate.

3. The date of this Certificate is February 26, 2003.

AMERICAN GEM ASSOCIATES INC.

By: 
Edward H. Gilbert, Sole Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2003 FEB 26 PM 4:23

(a.) Edward H. Gilbert, Esq.
(b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
(c.) (561) 361-9300
(d.) (((H03000063655 2)))
(e.) Florida Bar No. 180595

((H03000063655 2)))

EXHIBIT I

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN GEM ASSOCIATES INC.

ARTICLE I
CORPORATE NAME

The name of the corporation is AMERICAN GEM ASSOCIATES INC. (the "Corporation").

ARTICLE II
ADDRESS

The street address and mailing address of the principal office of the Corporation is:

5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock for a value of \$.001 per share (the "Common Shares"). Each Common Share shall entitle the holder thereof to one vote. No holder of the Common Shares shall be entitled to any right of cumulative voting.

ARTICLE IV
REGISTERED AGENT

The registered agent and street address of the registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Dennis R. Haber, Esq.
1450 Madruga Avenue
300
Coral Gables, FL 33146

ARTICLE VII
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the Florida Business Corporations Act (the "FBCA").

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H03000063655 2)))
- (e.) Florida Bar No. 180595

{{(H03000063655 2)}}

ARTICLE VIII
DIRECTORS

The corporation shall have one director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one director.

ARTICLE IX
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors.

ARTICLE X
CORPORATE EXISTENCE

The corporate existence of the Corporation has commenced on the filing of the original Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE XI
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 26th day of February, 2003.

By: 
Edward H. Gilbert, Sole Director

- (a.) Edward H. Gilbert, Esq.
 - (b.) 5100 Town Center Circle, Suite 330
 - (c.) Boca Raton, Florida 33486
 - (d.) (561) 361-9300
 - (e.) {{(H03000063655 2)}}
- Florida Bar No. 180595

((H03000063655 2)))

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of AMERICAN GEM ASSOCIATES INC., contained in the foregoing Amended and Restated Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: February 26, 2003

By: 
Edward H. Gilbert, President

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486
- (c.) (561) 361-9300
- (d.) ((H03000063655 2)))
- (e.) Florida Bar No. 180595