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FLORIDA PROFIT CORPORATION OR P.A.

GEMS TRADE-USA INC.

Certificate of Status	0
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**ARTICLES
OF
INCORPORATION**
GEMS TRADE-USA INC.

Article I

The name of this corporation shall be:

GEMS TRADE-USA INC.

With the principal place of business located at:

225 SE 10th ST. # 4-D
Deerfield Bch, FL 33441

Article II
General Nature of Business

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Article III
Capital Stock

This Corporation is authorized to issue 1,000 shares of Common Stock, \$1.00 (one U.S. dollar) par value per share.

Article IV
Preemptive Rights

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Article V
Initial Registered Office

The street address of the registered office of this Corporation is:

2630 NE 203rd ST., Ste. 106
Aventura, Fl 33180

The name of the initial Registered office of this Corporation is:

Millennia Consulting Services, Inc.

Article VI
Initial Board of Directors

This Corporation shall have 2 Director(s) initially, the number of Directors may be either increased or diminished from time to time by the laws, but shall never be less than one(1). The initial Director(s) of this Corporation are:

President: Ciro Mendes Vieira

Vice-President: Militania Maria Almeida Mendes

Article VII
Incorporator

The name and address of the person signing this Article is:

CIRO MENDES VIEIRA
255 SE 10TH ST., # 4-D
DEERFIELD BCH, FL 33441

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Article VIII
Indemnification

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

Article IX
Management of Corporation Shareholders

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Board of Director(s), and the shareholders of this Corporation.

Article X
By Laws

The power to adopt, after amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

In Witness Whereof, the undersigned incorporator has executed these Articles of Incorporation this: 29th day of January of 2003.


Incorporator

((LH03000039701))

Certificate designating the address and an agent upon whom process may be served.

Witnesseth:

That GEMS TRADE-USA INC desiring to organized under the Laws of the State of Florida, which will be its principal office in the County of Dade, State of Florida has appointed:

Millennia Consulting Services, Inc.

As its agent to accept service of process within the State.

Acknowledgment:

Having been named by the first Board of Directors of:

GEMS TRADE-USA INC.

To accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in the capacity of registered agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes.

This: 29th day of January of 2003


Registered agent

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