

# P03000025991

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Email Address: carlos@thegemsgroup.com

## COR AMND/RESTATE/CORRECT OR O/D RESIGN GEMS GROUP, INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GEMS GROUP, INC.**

FILED  
23 SEP -5 AM 10:12  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Amended and Restated Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of the corporation is Gems Group, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The principal office address of the Corporation is 6705 NW 36<sup>th</sup> Street, Suite 490, Miami, FL 33152 and the mailing address of the Corporation is P.O. Box 526523, Miami, FL 33166.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having a par value of \$.01 per share.

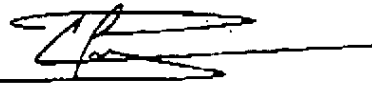
**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation is 6705 NW 36<sup>th</sup> Street, Suite 490, Miami, FL 33152 and the name of the registered agent of the Corporation at such address is Carlos A. Oramas.

The foregoing Amended and Restated Articles of Incorporation do not contain any amendment to the Articles of Incorporation of the Corporation requiring shareholder approval, and were duly unanimously adopted and approved by the Corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 5th day of September, 2023.

GEMS GROUP, INC.

A handwritten signature in black ink, appearing to be 'C. Oramas', written over a horizontal line.

By: \_\_\_\_\_

Name: Carlos A. Oramas

Title: President