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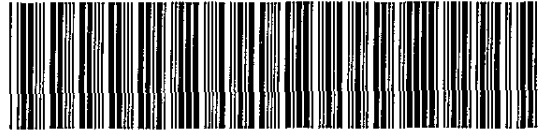
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Ginger L. Perusek, P.A.

- Attorney & Counselor at Law -
2424 Manatee Avenue West • Suite 205
Bradenton, Florida 34205-4954

Admitted in Florida and Ohio

(941) 745-1500

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March 4, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Gems of Asia & South Pacific, Inc.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation for Registered Agent for the new corporation for filing. Please find a firm check in the amount of \$78.75 for the filing of the enclosed Articles of Incorporation and Certificate for Designation of Registered Agent.

Please return stamped copies and the Certificate in the enclosed self-addressed postage-paid envelope.

Thank you for your attention to this matter.

Sincerely,


Ginger L. Perusek

GLP/pdo

Enclosures

cc: Mr. Peter Gropp

Mr. Brian K. Delaney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GEMS OF ASIA & SOUTH PACIFIC, INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Statute Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be GEMS OF ASIA & SOUTH PACIFIC, INC.

ARTICLE II

ADDRESS OF THE PRINCIPLE OFFICE AND MAILING ADDRESS

The address of the principal place of business of this corporation shall be 815 20th Avenue West, Palmetto, Florida 34221. The mailing address of this corporation shall be 815 20th Avenue West, Palmetto, Florida 34221.

ARTICLE III

Term of Existence

This corporation shall have perpetual existence, commencing as of upon filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One Cent (\$.01) per share par value common-stock which shall be designated as common shares.

ARTICLE V

Purpose

This corporation is organized for the purpose to buy, sell, bargain and/or exchange jewelry to domestic and foreign markets and related sales markets and/or for lawful business purposes.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is Brian K. Delaney and his address is 815 20th Avenue West, Palmetto, Florida 34221.

ARTICLE VII
INITIAL DIRECTOR

This corporation shall have TWO directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are Brian K. Delaney and Peter Charles Gropp, III who are located at 815 20th Avenue West, Palmetto, Florida 34221.

ARTICLE VIII
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Brian K. Delaney and his address is 815 20th Avenue West, Palmetto, Florida 34221.

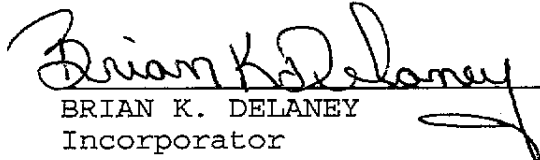
ARTICLE IX
By-laws

This corporation shall have the power to adopt, alter, amend or repeal the By-laws of this corporation.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of March, 2003.


BRIAN K. DELANEY
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING INSTRUMENT was acknowledged before me this 4th
day March, 2003, by BRIAN K. DELANEY who (is personally known to
me/produced identification by way of [driver's license, etc.]
Florida DL No. D450-071-57-189-0) and who (did/did
not) take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid the 4th day of March, 2003.



NOTARY PUBLIC, STATE OF FLORIDA
(Paula D. Ochoa)
(Printed signature of Notary)

My Commission Expires:

PAULA D. OCHOA
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC867456
EXPIRES 12/14/2003
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GEMS OF ASIA & SOUTH PACIFIC, INC.

2. The name and address of the registered agent and office is:

Brian K. Delaney

(NAME)

815 20th Avenue West

(ADDRESS/P.O. BOX NOT ACCEPTABLE)

Palmetto, Florida 34221

(CITY/STATE/ZIP)

Signature

Brian K Delaney
(Corporate Officer)

Title

Secretary/Treasurer

Date

March 4th 2003

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STATE
FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature

Brian K Delaney

Date

March 4th 2003