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JOSEPH M. MARZUCCO
MARCIA L. MARZUCCO
PH. 239-352-1227
3710 3RD AVE. S.W.
NAPLES, FL 34117-3026

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06-05-03
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ARTICLES OF INCORPORATION
OF
HEAVENLY GEMS INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

The name of this corporation shall be: Heavenly Gems, Inc.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
3710 3rd Avenue S.W., Naples, Florida 34117

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500), having a par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE V

The name and address of the initial Registered Agent is: Marcia Marzucco,
3710 3rd Ave. S.W. Naples, Florida 34117

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ARTICLE VI

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time pursuant to the by-laws of the corporation. The names and addresses of the initial Board of Directors of this corporation are: , Marcia Marzucco, Joseph Marzucco, Joe Marzucco, Mandi Marzucco, 3710 3rd Ave. S.W., Naples, Florida 34117

ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is Marcia Marzucco, 3710 3rd Ave. Naples, Fl. 34117

The undersigned has executed these Articles of Incorporation this first day of May 2003.

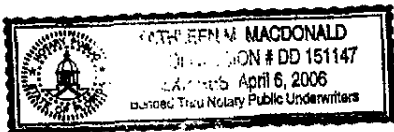



Marcia Marzucco

State of Florida
County of Collier

I hereby certify that on this day, before me, an officer duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Marcia Marzucco, known to me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and seal in the County and State last aforesaid this the first day of May 2003.






Notary Public
My Commission Expires: 4-6-06

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

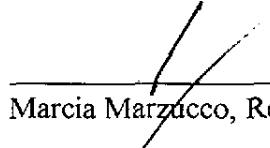
1. The name of the Corporation is: Heavenly Gems, Inc..
2. The name and address of the Registered Agent and Office is: Marcia Marzucco, Registered Agent, 3710 3rd Avenue S.W., Naples, Florida 34117.



Marcia Marzucco, Registered Agent

05/01/03

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at 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 provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Marcia Marzucco, Registered Agent

05/01/03

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