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**FLORIDA PROFIT CORPORATION OR P.A.**

**gems heritage, inc.**

Certificate of Status	0
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5

ARTICLES OF INCORPORATION

OF

GEMS HERITAGE, INC.

ARTICLE I. NAME

The name of this corporation is:

GEMS Heritage, Inc.

ARTICLE II. DURATION

This Corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having no par value.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 9350 So. Dixie

Prepared By: Barry M. Boren, Esq.  
9350 S. Dadeland Blvd. #PH-2  
Miami, FL 33156 (305) 870-2200

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STATE OF FLORIDA  
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TALLAHASSEE

Articles of Incorporation

Highway, Penthouse 2, Miami, Florida 33156 and the initial registered agent of this Corporation at such office shall be BARRY M. BOREN, ESQ., who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Fla. Stat. as amended from time to time, with respect to keeping an office for service of process.

ARTICLE VI. PLACE OF BUSINESS

The principal place of business of this Corporation shall be 9350 So. Dixie Highway, Penthouse 2, Miami, Florida 33156 and the mailing address of this Corporation shall be the same.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of no less than one (1) member and no more than six (6) members.

BARRY M. BOREN, ESQ.  
9350 S. Dixie Hwy., PH-2  
Miami, Florida 33156

ARTICLE VIII. INCORPORATOR

The name and mailing address of the Incorporator signing these Articles of Incorporation is:


BARRY M. BOREN, ESQ.  
9350 S. Dixie Hwy., PH-2  
Miami, Florida 33156

Articles of Incorporation

ARTICLE IX. INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of May, 2004.

  
\_\_\_\_\_  
BARRY M. BOREN

STATE OF FLORIDA            )  
  SS.  
COUNTY OF MIAMI-DADE    )

BEFORE ME, the undersigned authority, personally appeared BARRY M. BOREN, to me personally known and is the individual described therein and who, as Incorporator, executed the foregoing Articles of Incorporation of GEMS Heritage, Inc., and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal at Miami, Miami-Dade County, Florida this 17<sup>th</sup> day of May, 2004.

  
\_\_\_\_\_  
NAME: MARY ANN WEEKS  
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:



Mary Ann Weeks  
Commission # DD001917  
Expires Feb. 6, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

TOTAL P.05

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Articles of Incorporation

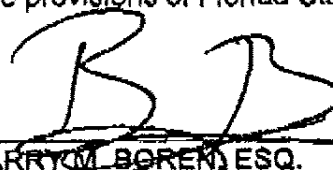
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Florida Statutes §48.091, GEMS Heritage, Inc., desiring to organize under the laws of the State of Florida, hereby designates BARRY M. BOREN, ESQ., 9350 So. Dixie Highway, Penthouse 2, Miami, Florida 33156 as its Registered Agent to accept service of process within the State of Florida.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for GEMS, Heritage, Inc., at the place designated above in the Articles of Incorporation, BARRY M. BOREN, ESQ., agrees to act in this capacity and agrees to comply with the provisions of Florida Statutes 48.091

DATE 5-17-04

  
BARRY M. BOREN, ESQ.  
Registered Agent

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