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three gems, inc.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 1, 2005

EMPIRE

SUBJECT: THREE GEMS, INC.
REF: W05000027069

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

* Please list the total number of shares in article III not the percentage. *

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Becky McKnight
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

THREE GEMS, INC.

9

The undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be: THREE GEMS, INC. Its principal place of business shall be located at 3010 N. E. 56th Street, Ft. Lauderdale, Florida 33308, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: Any lawful business under the laws of the State of Florida and to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may

This Document Prepared by:

Paul Schlegel, F.A.
100 W. Cypress Creek Road #910
Ft. Lauderdale, FL 33309
Telephone No. (954) 771-8220
Florida Bar No. 56277

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lawfully be done by a corporation.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 30 shares of Common Stock.

The common stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their

successors are elected and have qualified, are:

Carol Williams, President, 3010 N. E. 36th Court, Ft. Lauderdale, Florida 33308.

Marilynn Rook, Vice-President, 2260 S. E. 8th Street, Pompano Beach, Florida 33062.

Jody Johnson, Secretary/Treasurer, 2280 S. E. 8th Street, Pompano Beach, Florida 33062

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

PRESIDENT:	Carol Williams
VICE PRESIDENT:	Marilynn Rook
SECRETARY/TREASURER:	Jody Johnson

ARTICLE IX

The names and post office addresses of each subscriber of

these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Carol Williams	3010 N. E. 56 th Court Ft. Lauderdale, Florida 33308	33 1/3%
Marilynn Rook	2260 S. E. 8 th Street Pompano Beach, Florida 33062	33 1/3%
Jody Johnson	2280 S.E. 8 th Street Pompano Beach, Florida 33062	33 1/3%

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

There shall also be 100 shares authorized but not initially issued.

ARTICLE X

The name and address of the initial registered agent is:

Paul Schlegel, Esq.
100 W. Cypress Creek Road
Suite 910
Ft. Lauderdale, Florida 33309

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having

served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit wilful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of this Charter, and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 29th day of April, 2005.

Carol Williams (SEAL)
Carol Williams

Marilynn Rook (SEAL)
Marilynn Rook
Jody Johnson (SEAL)
Jody Johnson

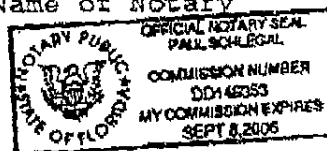
STATE OF FLORIDA
COUNTY OF BROWARD

9 The foregoing instrument was acknowledged before me this
day of May, 2005 by Carol Williams,
Marilynn Rook and Jody Johnson, who is/are personally known to me
or who has produced their as
identification and who did not take an oath.

My Commission Expires:

[Signature]
NOTARY PUBLIC (SEAL)

Printed Name of Notary



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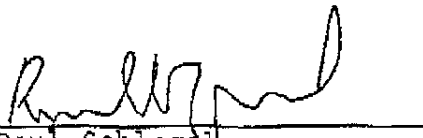
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted, in compliance with said Act:

That, THREE GEMS, INC., a Florida corporation qualified
to do business under the laws of this State, with its principal
office at Broward County, Florida, has appointed Paul Schlegel,
Esq. as its agent to accept service of process within this State
at: - 100 W. Cypress Creek Road, Suite 910, Ft. Lauderdale, Florida
33309.

Having been named to accept service of process for the
above stated Corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.

BY:


Paul Schlegel
Registered Agent

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TALLAHASSEE, FLORIDA

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