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(City/State/Zip/Phone #)

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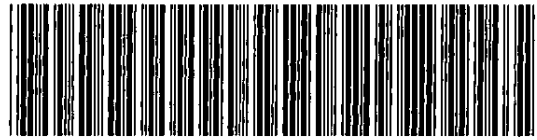
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LAW OFFICES  
**JEROME L. TEPPS P.A.**  
10167 W. Sunrise Blvd., 3<sup>rd</sup> Floor  
Plantation, Florida 33322  
(954) 707-5426 FAX (954) 474-6861  
Email – JerryT@warsowe.com

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May 13, 2008

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Gem Reserves, Inc.

Dear Sir or Madame:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with my office check #23764 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office. I have enclosed a self addressed stamped envelope for your convenience.

Thank you.

Sincerely yours,

  
Jerome L. Teppes, Esq.  
Attorney for Gem Reserves, Inc.

JLT/ps  
Enclosures: as noted

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**ARTICLES OF INCORPORATION OF  
GEM RESERVES, INC.**

**ARTICLE I**

**NAME**

The name of the corporation is GEM RESERVES, INC.

**ARTICLE II**

**DURATION AND COMMENCEMENT OF EXISTENCE**

This corporation shall commence on the date of filing with the Secretary of State.  
This corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

**ARTICLE V**

**CORPORATE OFFICE**

The address of the corporate office is 10315 NW 43<sup>RD</sup> Street, Coral Springs, Florida 33065 or as otherwise reflected in the annual report.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10315 NW 43<sup>RD</sup> Street, Coral Springs, Florida 33065 and the name of the initial Registered Agent of this corporation at that address is A. Miller.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTOR/INCORPORATOR**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u>   |
|-------------|--|
| A. Miller   | 10315 NW 43 <sup>rd</sup> Street<br>Coral Springs, Florida 33065 |

**ARTICLE VIII**  
**INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of May, 2008.

  
A. MILLER

STATE OF FLORIDA )  
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared A. Miller known to me and known by me or who produced N/A as identification, who did take an oath, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 12 day of May, 2008.

  
Notary Public/State of Florida  
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said Sections:

**GEM RESERVES, INC.** desires to organize under the Laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 10315 NW 43<sup>RD</sup> Street, Coral Springs, Florida 33065 and appoints A. Miller at that address as its Agent to accept service of process within this State.

**CONSENT OF REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

  
A. MILLER

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