

P10000048790

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

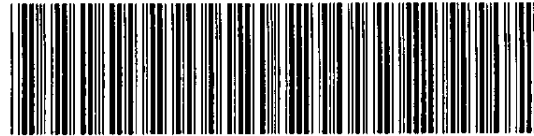
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

W10000027185



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06/04/10--01024--009 \*\*128.75

RECEIVED  
10 JUN -4 AM 11:28  
OFFICE OF THE CLERK  
DIVISION OF COURT OPERATIONS  
HARRIS COUNTY, TEXAS

2010 JUN -9 AM 11:58  
OFFICE OF THE CLERK  
DIVISION OF COURT OPERATIONS  
HARRIS COUNTY, TEXAS

6/10/10

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Blue Gem Enterprise

Domestication

Signature

Requested by: SETH

06/09/10 3:00

Name

Date

Time

Walk-In

Will Pick Up

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ☒ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

2010 JUN - 9 AM 11:58

SECRETARY OF STATE  
DIVISION OF CORPORATE / FIN.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 7, 2010

CAPITAL CONNECTION, INC.  
ATTN: SETH

SUBJECT: BLUE GEM ENTERPRISE, INC.  
Ref. Number: W10000027185

RECEIVED  
10 JUN -9 PM 3:53  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for BLUE GEM ENTERPRISE, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 610A00014027

2010 JUN -9 AM 11:58  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



## Florida's Premier Beverage Distribution Company

June 9, 2010

Claretha Golden, Regulatory Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Blue Gem Enterprise, Inc., Ref. Number W10000027185

Dear Ms. Golden,

This letter is in response to the Division of Corporations' notification that the filing of the Certificate of Domestication for Blue Gem Enterprise, Inc. has been rejected because the company has the same name as a recently voluntarily dissolved business entity, e.g., BLUE GEM ENTERPRISE, INC., Document Number P10000005781, which was originally filed on January 20, 2010 and dissolved on May 19, 2010.

Please note that the Articles of Dissolution were signed by Allan Sepe, CEO. Please note also that the Certificate of Domestication that was rejected is also signed by Allan Sepe. This is simply a formation of a company by the same principals using the same name. Specifically to your letter, however, we have no intention of revoking the previously filed dissolution and hereby release the name to the new entity we are forming, Blue Gem Enterprise, Inc.

Accordingly, please file the Certificate of Domestication including the Articles of Incorporation for Blue Gem Enterprise, Inc. Should you have any questions regarding this matter or require any additional information or documents, please do not hesitate to contact me.

Very Truly Yours,

Blue Gem Enterprise, Inc.

  
Allan Sepe, CEO

cc: Capital Connection

2010 JUN -9 AM 11:58

ALLAN SEPE  
CEO  
BLUE GEM ENTERPRISE, INC.

## CERTIFICATE OF DOMESTICATION

The undersigned, Allan Sepe, President,  
(Name) (Title)

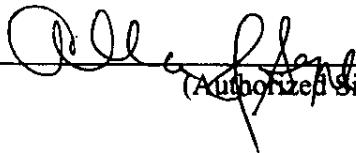
of Blue Gem Enterprise a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was November 28, 2006.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Nevada.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Blue Gem Enterprise.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Blue Gem Enterprise, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Nevada.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Blue Gem Enterprise

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 2<sup>nd</sup> day of June, 2010.

  
(Authorized Signature)

### Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**  
**IN COMPLIANCE WITH CHAPTER 607, F.S.**

SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

2010 JUN -9 AM 11:58

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE:

Blue Gem Enterprise, Inc.

**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

4770 Biscayne Blvd., Suite 1470  
Miami, Florida 33137

**ARTICLE III PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

Any and all lawful business.

**ARTICLE IV SHARES**

THE NUMBER OF SHARES OF STOCK IS:

200,000,000 shares of common stock, \$0.001 par value per share  
10,000,000 shares of preferred stock, \$0.001 par value per share

**ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS**

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Allan Sepe, President and Sole Director  
4770 Biscayne Blvd., Suite 1470  
Miami, Florida 33137

Mayling Diaz Clark, Secretary  
4770 Biscayne Blvd., Suite 1470  
Miami, Florida 33137

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE **NAME AND FLORIDA STREET ADDRESS** (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:

Ronny J. Halperin, PA  
17961 Biscayne Boulevard, Suite B-1  
Aventura, FL 33160

**ARTICLE VII INCORPORATOR**

THE **NAME AND ADDRESS** OF THE INCORPORATOR IS:

Allan Sepe  
4770 Biscayne Blvd., Suite 1470  
Miami, Florida 33137

\*\*\*\*\*

**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 AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.**

  
\_\_\_\_\_  
Signature/Registered Agent

6/2/10  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

6/2/10  
\_\_\_\_\_  
Date

ARTICLES OF INCORPORATION

2010 JUN -9 AM 11:59

OF

BLUE GEM ENTERPRISE, INC.

*(Continued from prior page)*

ARTICLE VIII.

The total number of shares of stock that Blue Gem Enterprise, Inc. (the "Corporation") shall have authority to issue is 210,000,000, consisting of 200,000,000 shares of common stock, par value \$0.001 per share ("Common Stock"), and 10,000,000 shares of "blank check" preferred stock par value \$0.001 per share ("Preferred Stock").

Shares of Preferred Stock of the Corporation may be issued from time to time in one or more series, each of which shall have such distinctive designation or title as shall be determined by the Board of Directors of the Corporation ("Board of Directors") prior to the issuance of any shares thereof. Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all the then outstanding shares of the capital stock of the corporation entitled to vote generally in the election of the directors (the "Voting Stock"), voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

ARTICLE IX.

The number of directors of the Corporation may be increased or decreased in the manner provided in the Bylaws of the Corporation; provided, that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

ARTICLE X.

No fully paid shares of any class of stock of the Corporation shall be subject to any further call or assessment in any manner or for any cause. The good faith

determination of the Board of Directors of the Corporation shall be final as to the value received in consideration of the issuance of fully paid shares.

#### **ARTICLE XI.**

The Corporation shall have perpetual existence.

#### **ARTICLE XII.**

The holders of a majority of the outstanding shares of stock which have voting power shall constitute a quorum at a meeting of stockholders for the transaction of any business unless the action to be taken at the meeting shall require a greater proportion.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to fix the amount to be reserved as working capital over and above its paid-in capital stock, and to authorize and cause to be executed, mortgages and liens upon the real and personal property of the Corporation.

Any action required to be taken at any annual or special meeting of stockholders of the Corporation or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing setting forth the action so taken, shall have been signed by the holder or holders of a sufficient number of voting shares to take action with respect to the action that is the subject of the consent. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

#### **ARTICLE XIII.**

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Florida law, as the same may be amended and supplemented.

#### **ARTICLE XIV.**

The Corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person



who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### **ARTICLE XV.**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### **ARTICLE XVI.**

Shareholders of the Corporation shall not have cumulative voting rights nor preemptive rights.