

P 950000 20093

Charter Number Only

3-6-95 Betty

HUGO DORTA  
Requestor's Name  
1001 S. Bayshore Dr. #2706  
Address  
Miami, FL 33131  
City State ZIP Phone

377-2100

VALIDATION ONLY

FILED  
1995 MAR 13 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700001422807  
-03/07/95--01074--008  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

GEM Investments, Inc.

645  
10140

EMPIRE Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

95 MAR 12 10 28

March 7, 1995

EMPIRE

MIAMI, FL

SUBJECT: GEM INVESTMENTS, INC.  
Ref. Number: W95000005004

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TALLAHASSEE, FLORIDA

We have received your document for GEM INVESTMENTS, INC. and your check(s) totaling \$122.50. 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 an existing entity. Simply adding "Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6052.

Hope Sims  
Corporate Specialist

Letter Number: 995A00010140

**ARTICLES OF INCORPORATION**  
**OF**

**PREMIER FINANCIAL INVESTMENTS, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, the natural persons which are competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of this corporation shall be:

**PREMIER FINANCIAL INVESTMENTS, INC.**

**ARTICLE II**  
**PURPOSES/NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: Any activity and/or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK OF CORPORATION**

The maximum number of shares that this corporation is to have outstanding at any one time is One Hundred (100) shares of common stock, having no par value per share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than One Dollar (\$1.00). In all events, the corporation may be paid in dollars, goods or services.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V**  
**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is more than Ten Dollars (\$10.00).

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TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**ADDRESS OF CORPORATION**

The initial address of the principal place of business of this corporation in the State of Florida is:

2100 Salzedo Street, Suite 301  
Coral Gables, Florida 33134

The Board of Directors may from time to time move the principal office(s) and/or principal place of business to any other address.

**ARTICLE VII**  
**SUBSCRIBER(S) OF THE CORPORATION**

The name and street address of the subscriber(s) of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
1. Glenn Rivera	2100 Salzedo Street, Suite 301 Coral Gables, Florida 33134

**ARTICLE VIII**  
**DIRECTOR(S) OF THE CORPORATION**

This corporation shall have not less than one director. The names and street addresses of the first members of the Board of Directors of this corporation, who, subject to this Articles of Incorporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, is/are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
1. Glenn Rivera	2100 Salzedo Street, Suite 301 Coral Gables, Florida 33134

**ARTICLE IX**  
**AUTHORITY OF DIRECTOR(S)**

The first member(s) of the Board of Directors, of this corporation, shall be GLENN RIVERA, acting in the capacity as Directors of the corporation, and shall have the power and authority to sign and execute any: contract(s), agreement(s), pledge(s), draft(s) and/or any instrument(s) with such third-parties to obligate and compel GEM INVESTMENT, INC. to perform according to the terms and conditions of such agreement.

**ARTICLE X**  
**INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine the time, place, manner, under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right to inspect any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

**ARTICLE XI**  
**INDEMNIFICATION OF OFFICER(S) AND/OR DIRECTOR(S)**

Every Officer and Director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including but not limited to, attorneys' fees, court costs and expenses reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been an Officer or Director of the corporation; and whether or not he/she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer(s) may be entitled.

**ARTICLE XII**  
**AMENDMENT(S) AND/OR MODIFICATION(S)**

These Articles of Incorporation may be amended, modified and/or changed in the manner provided for in the By-Laws of this corporation.

**ARTICLE XIII**  
**REGISTERED AGENT AND REGISTERED OFFICE**

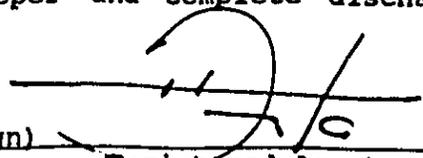
The Registered Agent for the said is corporation shall be the following and the registered office shall be located at:

**LAW OFFICES OF HUGO E. DORTA, P.A.,**  
Attorneys & Counselors At Law  
Brickell Bay Tower  
1001 South Bayshore Drive, Suite 2706  
Miami, Florida 33131  
Attention: Hugo E. Dorta, Esquire

or such other place as the Board of Directors shall from time to time designate, with appropriate notice being given to the Secretary of State.

**ACKNOWLEDGMENT OF  
ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated corporation at the place designated in the Articles of Incorporation. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

  
\_\_\_\_\_  
(Sign) \_\_\_\_\_  
Registered Agent  
Print Name: HUGO E. DORTA

STATE OF FLORIDA    )  
                          )    ss  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared HUGO E. DORTA who acknowledges to having executed the foregoing instrument (  ) who is personally known to me and/or (    ) who has produced \_\_\_\_\_ as identification and who did take an oath.

Witness my hand and seal in the County and State last aforesaid this 24 day of FEBRUARY, 1995.

(Sign)   
\_\_\_\_\_  
Notary Public-State of Florida

( Affix Notary Public's Seal )



JACQUELINE CUERVO  
My Comm. Exp. 11-14-95  
Bonded By Service Ins. Co.

