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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PIONEER GEM CORPORATION, INC.
FAX AUDIT NUMBER: H95000008796
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 10, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PIONEER GEM CORPORATION INC.
REF: W95000016128

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please complete Article(s) I.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000008796
Letter Number: 895A00037568

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
of

Pioneer Ocm Corporation, Inc., a Florida Corporation

I,
JOK. the undersigned, Pinchas Schechter

hereby associate ourselves for the

purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

Pioneer Ocm Corporation, Inc., a Florida Corporation

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

a.

b. To make and carry out contracts for buildings, erecting, improving and repairing buildings, structures, improvements, warehouses, docks and structures of every kind and nature whatsoever.

c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including issue and sale or

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other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed or trust or otherwise.

d. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into ~~1000~~ shares of common stock of ~~1.00~~ par value.

All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or unissued stock of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of \$ 1000⁰⁰ Dollars.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be Pembroke Pines, Delmar - Pembroke Lakes Mall
Suite 207, 11401 Pines Blvd., Pembroke Pines, Florida 33026
with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be PINCHAS SALT-ATER.

ARTICLE VIII

The number of Directors of this corporation shall be not less than () nor more than (3).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or

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until their successors are chosen, shall be:

<u>NAME</u>	<u>ADDRESS</u>
PINCHAS SCHUCHTER	840 W. 43rd St. M.B. 2nd 33140

ARTICLE X

The name and addresses of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
PINCHAS SCHUCHTER	840 W. 43rd St. M.B. 2nd 33140

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Pinchas Schuchter	840 W. 43rd Ct. Miami Beach, FL 33140	100

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ARTICLE XII

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that Pioneer Gen Corporation, INC
(name of corporation)

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Miami Beach

State of Florida, has named
Pinchas Schochter, located at 840 W. 43rd Ct.

Florida, City of Miami Beach, State of
Florida, as its agent to accept service of process within Florida.

[Signature]
Subscriber

[Signature]
Corporate Officer
President
Title

Date: 8/7/95

Having been named to accept service of process for the
above stated corporation, at the place designated in this Certifi-
cate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all Statutes relative to the proper
and complete performance of my duties.

[Signature]
Resident Agent
Date: 8/7/95

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ARTICLE XIII

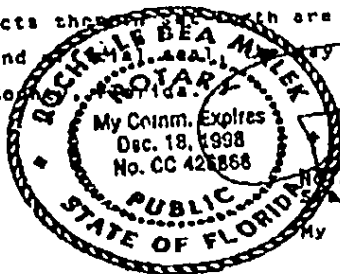
ACKNOWLEDGMENT

STATE OF FLORIDA }
COUNTY OF DADE } SS:

I HEREBY CERTIFY that on this 7th day of August
19 95, personally appeared before me, the undersigned Notary Public
in and for the State of Florida, Pinette SCHROETER.

parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts therein set forth are true and correct as given under my hand and

Dade County



Michelle Bea Miller
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: