

P95000062341

TRANSMITTAL LETTER

FILED

95 AUG 10 AM 9 27

TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

SUBJECT: Gemstone World Corporation  
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$ 122.50. Please return one copy of the Articles stamped with the filing date.

FROM: Joel P. de Oliveira  
Name  
645 S. Shore Drive  
Address  
Miami Beach, FL 33141  
City, State, Zip  
(305) 864-2087  
Area Code and Phone Number (Daytime)

000001557070  
-08/10/95--01025--001  
\*\*\*\*122.50 \*\*\*\*122.50

8/14/95

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ARTICLES OF INCORPORATION OF  
Gemstone World Corporation

SECRET  
TALLAHASSEE, FLORIDA

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(Name of Corporation)

ARTICLE I - NAME

The name of this corporation is:

GEMSTONE WORLD CORPORATION

with the principal place of business located at:

645 S. Shore Drive  
Miami Beach, Florida 33141

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rate share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

645 S. Shore Drive  
Miami Beach, Florida 33141

The name of the initial Registered Agent of this corporation is:

Joel P. de Oliveira

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The initial directors of this corporation are:

Joel P. de Oliveira, President, Secretary and Treasurer

ARTICLE VII - INCORPORATORS

The name of and address of the persons signing this article is:

Joel P. de Oliveira  
645 S. Shore Drive  
Miami Beach, Florida 33141

ARTICLE VIII - INDEMNIFICATION

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


ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 07<sup>th</sup> day of AUGUST, 1995.

  
Incorporator

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SECRET  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That the Gens World Corporation desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed

Joel P. de Oliveira  
645 S. Shore Drive  
Miami Beach, Florida 33141

as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of the

(Gensstone) <sup>Joel P. de Oliveira</sup>  
Gens World Corporation

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 07<sup>th</sup> day of August, 1995.

  
\_\_\_\_\_  
Registered Agent

STATE OF FLORIDA)

)  
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Joel P. de Oliveira known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in state and county aforesaid this 7<sup>th</sup> day of AUGUST, 1995.



NOTARY PUBLIC

STATE OF FLORIDA AT LARGE  
SILVIA DUARTE-SMITH  
COMMISSION # CC 312384  
EXPIRES SEP 1, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

My commission expires: *Sept 1, 1997*

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141 N.E. 3RD AVENUE  
9TH FLOOR  
MIAMI, FL 33132

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1 \_\_\_\_\_  
(Corporation Name) (Document #)

2 \_\_\_\_\_  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 SEP -9 AM 11:28

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

SEP 1 1995

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this corporation submits the following articles of dissolution:

96 SEP -9 AM 11:28  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FIRST:** The name of the corporation is GEMSTONE WORLD CORPORATION

**SECOND:** The articles of incorporation were filed on AUGUST 10, 1995.

**THIRD:** (check one)

- ☐ None of the corporation's shares have been issued.  
☒ The corporation has not commenced business.

**FOURTH:** No debt of the corporation remains unpaid.

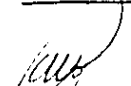
**FIFTH:** The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

**SIXTH:** Adoption of Dissolution (check one)

- ☐ A majority of the incorporators authorized the dissolution.  
☒ A majority of the directors authorized the dissolution.

Signed this 06 day of SEPTEMBER, 1996

Signature

  
(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

JOEL P. DE OLIVEIRA

(Typed or printed name)

PRESIDENT / SECRETARY / TREASURER.

(Title)