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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: GEM INTERNATIONAL PROMOTIONS, INC.
AUDIT NUMBER.....H96000013905
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10/4/96

**ARTICLES OF INCORPORATION
OF
GEM International Promotions, Inc.**

H96000013905

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is: GEM International Promotions, Inc.

The mailing address is:
2497 NW 64 Street
Boca Raton, FL 33496

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 2,000 shares of \$1.00 par value common stock.

**ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

Prepared by: Diane M. Perry, Esquire
2455 E. Sunrise Boulevard
Suite 305
Fort Lauderdale, Florida 33304
Tel: (954) 564-6616
Florida Bar No. 699950

Diane M. Perry, Esq.
2455 E. Sunrise Blvd. #905
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ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 2455 E. Sunrise Boulevard, Suite 905, Fort Lauderdale, FL 33304, and the name of the initial registered agent of this Corporation is: Diane M. Perry.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors. The number of directors may be either increased or decreased from time to time in the manner provided in the Bylaws, but shall be never less than one. The names and addresses of the initial Board of Directors of the Corporation are as follows:

Eugene A. Musso, President and Director
700 Solar Drive
Fort Lauderdale, Florida 33301

Elaine Graf, Secretary and Treasurer
2497 NW 64 Street, Boca Raton, FL 33496

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE IX
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Corporation's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

* * *

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IN WITNESS WHEREOF, I have subscribed my name this 2nd day
of OCTOBER, 1996.

Eugene A. Musso
Eugene A. Musso, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)ss:

On this 2nd day of OCTOBER, 1996, before me, a
Notary Public authorized to take acknowledgments in the State and
County set forth above, personally appeared, Eugene A. Musso known
to me to be the person whose name is subscribed in the foregoing
instrument and acknowledged that he executed it for the purposes
therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal.

June Porter
Notary Public JUNE PORTER

My Commission Expires: 2/14/2000
Commission Number: CC532619.



JUNE PORTER
My Commission CC532619
Expires Feb. 14, 2000

H96000013905

CERTIFICATE DESIGNATING REGISTERED AGENT

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

That GEM International Promotions, Inc. desires to organize under the laws of the State of Florida and has named:

Diane M. Perry, Esquire
2455 E. Sunrise Boulevard, Suite 905
Fort Lauderdale, Florida 33304

as its agent to accept service of process within the State of Florida.


Diane M. Perry

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