

LAW OFFICES
of
MICHELE J. HODKIN, P.A.

HOYNTON BEACH
WOOLBRIGHT CORPORATE CENTER
1903 SOUTH CONGRESS AVENUE
SUITE 310
HOYNTON BEACH, FLORIDA 33426
TELEPHONE: (561) 736-4601
FACSIMILE: (561) 369-8105

PLEASE REPLY TO:
WOOLBRIGHT CORPORATE CENTER
1903 SOUTH CONGRESS AVENUE
SUITE 310
HOYNTON BEACH, FLORIDA 33426

BOCA RATON
SANCTUARY CENTER
4800 NORTH FEDERAL HWY.
SUITE 105, BUILDING B
BOCA RATON, FLORIDA 33431
TELEPHONE: (561) 447-7080
FACSIMILE: (561) 447-7166

of counsel
Osherow & Schwartz, P.A.

P96000096503

November 19, 1996

VIA FEDERAL EXPRESS

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Eagles Gem, Inc./ New Corporation

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Dear Sir/Madam:

Please be advised that our office represents the above-referenced Corporation. Enclosed please find the original Articles of Incorporation as well as a copy. Also enclosed please find a check made payable to the Secretary of State in the amount of \$122.50.

Please file these Articles of Incorporation for us and issue us a certified copy. Enclosed please find a self-addressed federal express envelope for you to return the certified copy to us.

It is extremely important that Articles get filed as soon as possible. Accordingly, we would greatly appreciate it if there is anything you can do to expedite the matter.

Should you have any questions or if there is anything further we may do for you, please do not hesitate to give our office a call.

We thank you for your assistance and prompt attention to this very important matter.

Very Truly Yours,
MICHELE J. HODKIN, P.A.

Michele J. Hodkin,
For the Firm.

MJH/tmb
Enclosures

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

EAGLES GEM, INC.

The undersigned natural person, having capacity to contract and acting as the Incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to wit;

ARTICLE I. NAME

The name of this corporation shall be EAGLES GEM, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This maximum number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1).

The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is: Jennifer E. Malpass, 940 Sweetwater Lane, #516, Boca Raton, Florida 33432.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 940 Sweetwater Lane, #516, Boca Raton, Florida 33432. The name and address of the individual who shall serve as this corporation's initial registered agent is: Jennifer E. Malpass, 940 Sweetwater Lane, #516, Boca Raton, Florida 33432.

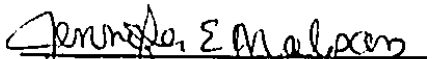
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this Corporation's incorporator is: Jennifer E. Malpass, 940 Sweetwater Lane, #516, Boca Raton, Florida 33432.


Articles Of Incorporation EAGLES GEM, INC.

ARTICLE XL AMENDMENT

This Corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Jennifer E. Malpass - Incorporator

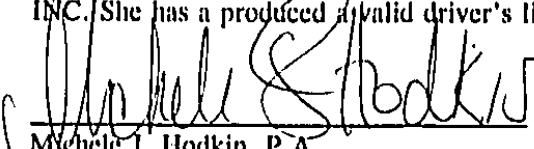
I hereby accept my designation as resident agent and agree to serve as the resident agent of EAGLES GEM, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for EAGLES GEM, INC.


Jennifer Malpass- Registered Agent

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STATE OF FLORIDA
COUNTY OF PALM BEACH

On November 19th, 1996, JENNIFER MALPASS designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation EAGLES GEM, INC. She has a produced a valid driver's license.


Michele J. Hodkin, P.A.

Notary Public, State of Florida

Commission No.

My Commission Expires

Commission Expiration Date:

(Seal)



MICHELE J. HODKIN
My Comm Exp. 12/07/98
Bonded By Service Ins
No. CC425031

☐ Personally Known

☒ Other I.D.

Articles Of Incorporation EAGLES GEM, INC.

P96000096503

EAGLES GEM, INC.

940 Sweetwater Lane, #510
Boca Raton, Florida 33431

Phone (561) 393-5389
Fax (561) 393-5389

March 17, 1997

Amendment Section
c/o: Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed herewithin are Articles of Amendment to Articles of Incorporation of EAGLES GEM, INC., and the filing fee (\$35.00) for the articles of amendment.

Sincerely,

J.C. Bartlett

J.C. BARTLETT

PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

EAGLES GEM. INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Board of Directors shall be two(2).

The following were duly nominated and, a vote having been taken, were unanimously elected officers of the corporation to serve for one year and until their successors are elected and qualified:

Chairman: JENNIFER E. MALPASS

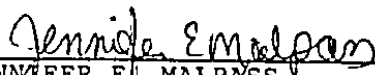
President: J.C. BARTLETT

Vice-President: JENNIFER E. MALPASS

Secretary: JENNIFER E. MALPASS

Treasurer: J.C. BARTLETT

Accepting these appointments, and stating that we are familiar with and accepts the obligations of the positions:


JENNIFER E. MALPASS


J.C. BARTLETT

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 23rd day of February, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of March, 1997.

Signature

Jennifer E. Malpass

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JENNIFER E. MALPASS

Typed or printed name

INCORPORATOR /DIRECTOR

Title