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Twardowski  
175 Patty Ann Blvd  
Palm Harbor FL 34683

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-11/19/96--01050--014  
\*\*\*\*122.50 \*\*\*\*122.50

ARTICLES OF INCORPORATION

FOR  
GEMSTONE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -4 PM 3:52

A FLORIDA CORPORATION

789,503,706,671  
W96-34737

D. BROWN DEC - 4 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 21, 1996

DALE TWARDOWSKI  
175 PATTY ANN BOULEVARD  
PALM HARBOR, FL 34683

SUBJECT: GEMSTONE, INC.  
Ref. Number: W96000024727

We have received your document for GEMSTONE, 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 "of 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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 896A00053056

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ARTICLES OF INCORPORATION  
of  
GEMSTONE HOMES, INC.

ARTICLE I - NAME:

The name of the Corporation shall be: GEMSTONE HOMES, INC.,

ARTICLE II - PRINCIPAL OFFICE:

The address of the Corporation is: 175 Patty Ann Boulevard  
Palm Harbor, Florida 34683

ARTICLE III - SHARES:

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,000,000 shares having a par value of .001 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The initial registered agent of the Corporation shall be:  
Mr. Dale Twardowski  
175 Patty Ann Boulevard  
Palm Harbor, Florida 34683

ARTICLE V - PURPOSE OF BUSINESS:

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI - INCORPORATORS:

The incorporators of the Corporation are:  
Mr. Dale Twardowski  
175 Patty Ann Boulevard  
Palm Harbor, Florida 34683

#### ARTICLE VII - CORPORATE CAPITALIZATION:

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

#### ARTICLE VIII - POWERS OF CORPORATION:

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE IX - BYLAWS:

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE X - AMENDMENT:

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th of Nov. 1996.

Dale Twardowski  
Mr. Dale Twardowski

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION**

Having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dale Twardowski  
Mr. Dale Twardowski

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