

P9700000260091

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
3-17-97

FILED

97 MAR 24 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAR 24 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE 3/24/97
TIME 1:00
BY DK
ck No. _____

WALK-IN
Will Pick Up _____

NE: Gemstone Services
Corporation

	C.C. FEE.	DISBURSE
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Notarization		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
DISCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

EFFECTIVE DATE
3-17-97

ARTICLES OF INCORPORATION
OF
GEMSTONE SERVICES CORPORATION

FILED
97 MAR 24 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation, in accordance with the Florida General Corporation Act, Chapter 607, of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I- NAME

The name of this corporation is Gemstone Services Corporation

ARTICLE II- EFFECTIVE DATE AND DURATION

The duration of this corporation is perpetual commencing on the date of execution and acknowledgement of the articles.

ARTICLE III- PURPOSE

The purpose or purposes for which this corporation is organized are to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV- STOCK

The aggregate number of shares that this corporation shall have authority to issue is one thousand(1,000) shares of Common Stock at One Dollar (\$1.00) par value per share.

ARTICLE V- CAPITAL

The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE VI- AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII- INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at that address is Morris G. (Skip) Miller.

ARTICLE VIII- DIRECTORS

The directors shall be elected at the organizational meeting of the corporation called by the incorporator(s).

ARTICLE IX- INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Morris G. (Skip) Miller	11382 Prosperity Farms Road, Suite 227 Palm Beach Gardens, FL 33410

ARTICLE X- COMMON DIRECTORS; TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI- BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

ARTICLE XII- PRINCIPAL OFFICE

The address of the Principal Office and Mailing Address of the corporation shall initially be 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, FL 33410. Such address may be revised from time to time by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of March, 1997.

Morris G. Miller
Morris G. (Skip) Miller
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of March, 1997, by Morris G. (Skip) Miller, who is personally known to me or who produced _____ as identification and who did not take an oath.



BARBARA JEAN FORBES
My Commission CC365811
Expires Jun. 21, 1998

Barbara Jean Forbes
Notary Public, State of Florida
My commission expires: 6/21/98

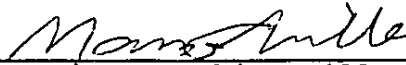
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

Gemstone Services Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business in the State of Florida as indicated in the foregoing Articles of Incorporation, has named Morris G. (Skip) Miller, located at 11382 Prosperity Farms Road, Suite 227, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within the State of Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

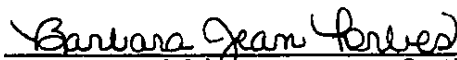
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Morris G. (Skip) Miller
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of March, 1997, by Morris G. (Skip) Miller, who is personally known to me or who produced _____ as identification and who did not take an oath.



Notary Public, State of Florida
My commission expires: 6/21/98



BARBARA JEAN FORBES
My Commission CC385811
Expires Jun. 21, 1998

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97 MAR 24 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA