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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735

ACCT#: 072720000101

FAX #:

(904)385-6761

NAME: FIRST G.E.M. ENTERPRISES, INC. AUDIT NUMBER.....H97000014505 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST G.E.M. ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is FIRST G.E.M. ENTERPRISES, INC

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

c/o Steven Serle, P.A.
2101 Corporate Blvd., NW
Suite 325
Boca Raton, FL 33431

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares of Common Stock, for a nominal or par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

Steven Serle, P.A., 2101 Corporate Blvd., NW, Suite 325, Boca Raton, FL 33431
Telephone: 561-989-0202, Florida Bar No. 0046736

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STEVEN SERLE, P.A.
Law Offices of Steven Serle
2101 Corporate Boulevard, N.W., Suite 325
Boca Raton, FL 33431

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation are:

Mike Gold
c/o Steven Serle, P.A.
Suite 325
2101 Corporate Blvd., NW
Boca Raton, FL 33431

Eileen Gold
c/o Steven Serle, P.A.
Suite 325
2101 Corporate Blvd., NW
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Steven Serle
2101 Corporate Blvd., NW; Suite 325
Boca Raton, FL 33431

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 2nd day of September, 1997.


Steven Serle

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That FIRST G.E.M. ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, FL as its agents to accept service of process within this State.

1. The name of the corporation.

FIRST G.E.M. ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

STEVEN SERLE, . P. A.
Steven Serle, P.A.
2101 Corporate Boulevard, N.W., Suite 325
Boca Raton, FL 33431

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 2, 1997


STEVEN SERLE, . P. A.
Registered Agent

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