

P97000104979

F&L 12/12/97  
PM

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

2:43

((H97000020525 6))

TO: DIVISION OF CORPORATIONS	FAX #: (850)922-4001
FROM: FOLEY & LARDNER	ACCT#: 072720000061
CONTACT: KAREN PETERSON	FAX #: (904)359-8700
PHONE: (904)359-2000	
NAME: GEMSTONE CORP.	
AUDIT NUMBER.....H97000020525	
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.	
CERT. OF STATUS..0	PAGES..... 4
CERT. COPIES.....1	DEL.METHOD.. FAX
	EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>: m

38200/101  
0597  
KRP

FILED  
97 DEC 15 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-12-97

QN 12-15-97

Fax Audit No. H97000020525

FILED  
97 DEC 15 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GEMSTONE CORP.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

EFFECTIVE DATE  
12-12-97

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Gemstone Corp.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is HQ International Trade Center, 500 International Drive, Suite 300, Mt. Olive, New Jersey 07828.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit No. H97000020525

Fax Audit No. H97000020525

**ARTICLE IV**

**CAPITAL**

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

**ARTICLE VI**

**DIRECTORS**

Section 6.1 **Number.** This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Margaret M. Kopriva	HQ International Trade Center 500 International Drive, Suite 300 Mt. Olive, NJ 07828

**ARTICLE VII**

**BYLAWS**

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or

Fax Audit No. H97000020525

repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

**ARTICLE VIII**

**INCORPORATOR**

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Miriam K. Greenhut	200 Laura Street Jacksonville, Florida 32202

**ARTICLE IX**

**INDEMNIFICATION**

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE X**

**AMENDMENT**

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 12<sup>th</sup> day of December, 1997.

  
 \_\_\_\_\_  
 Miriam K. Greenhut, Incorporator

Fax Audit No. H97000020525

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

Charles V. Hedrick  
F&L Corp., Registered Agent  
Charles V. Hedrick, Authorized Signatory

Date: December 12, 1997

FILED  
97 DEC 15 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-12-97