

Jan-20-98 13:21

P98000005922

P.01

1/20/98  
9:24 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000001186 9))

TO: DIVISION OF CORPORATIONS  
(850) 922-4001

FAX #:

FROM: DENIS GAUTHIER  
073542003667

ACCT#:

CONTACT: DENIS GAUTHIER  
PHONE: (954) 925-0435  
(954) 925-0185

FAX #:

NAME: GEM'S MANAGEMENT INTERNATIONAL CORP.

AUDIT NUMBER.....H98000001186

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

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>:

FILED  
98 JAN 20 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. McKnight JAN 21 1998

H98000001186  
ARTICLES OF INCORPORATION  
OF  
GEM'S MANAGEMENT INTERNATIONAL CORP.

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: GEM'S MANAGEMENT INTERNATIONAL CORP.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:  
2442 GARFIELD STREET  
HOLLYWOOD, FL 33320

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: GEMMA BREVERY  
2442 GARFIELD STREET  
HOLLYWOOD, FL 33020

Which is also known as the registered office.

GEMMA BREVERY  
499 E. Sheridan st.# 202  
Dania Fl.33004  
TEL 954-9250435

-1-  
H98000001186

98 JAN 20 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

H98000001186

**ARTICLE V11. DIRECTORS**

The Corporation shall have Two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

GEMMA BREVERY  
2442 GARFIELD STREET  
HOLLYWOOD, FL 33020

JACQUES BREVERY  
2442 GARFIELD STREET  
HOLLYWOOD, FL 33020

**ARTICLE V111. EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

**ARTICLE IX. PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he 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 the price at which it is offered to others.

**ARTICLE X. INCORPORATORS**

The name and address of the persons signing these Articles are.:

GEMMA BREVERY  
2442 GARFIELD STREET  
HOLLYWWOD, FL 33020

JACQUES BREVERY  
2442 GARFIELD STREET  
HOLLYWOOD, FL 33020

**ARTICLE X1. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

H98000001186

H98000001186

IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 19TH day of JANUARY 1998

STATE OF FLORIDA     )  
                                  :SS  
COUNTY OF BROWARD    )

*Gemma Brevery*  
Incorporator  
GEMMA BREVERY  
*Jacques Brevery*  
Incorporator  
JACQUES BREVERY

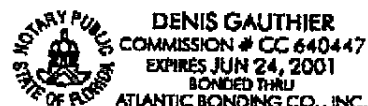
FILED  
98 JAN 20 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:  
GEMMA BREVERY & JACQUES BREVERY  
known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 19TH day of JANUARY 1998

My Commission Expires:

*Denis Gauthier*  
Notary Public, State of Florida at large.



I GEMMA BREVERY by execution hereof, accept the designation as Registered Agent of this Corporation

*Gemma Brevery*  
GEMMA BREVERY