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AW OFFICE
AMSALEM & CHOUKE, P.A.

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SECOND FLOOR
MIAMI BEACH, FLORIDA 33140

FRANK E. AMSALEM
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July 24, 1998

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

SUBJECT: Gemstones Worldwide, Inc.

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-07/29/98--01001--006
****122.50 ****122.50

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fees
& Certificates

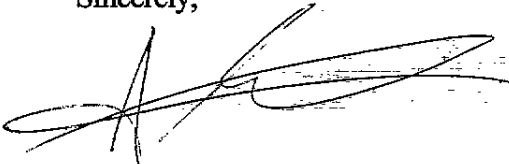
☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee
Certified Copy
& Certificate

Please provide the original and one copy of the articles.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,



Frank E. Amsalem, Esq.

FEA/fa
Encl.

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98 JUL 27 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA- 7/29/98

**ARTICLES OF INCORPORATION OF
GEMSTONES WORLDWIDE, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for the corporation:

**ARTICLE I.
NAME**

The name of the corporation is **GEMSTONES WORLDWIDE, INC.**

**ARTICLE II.
PRINCIPAL OFFICE**

The street address of the corporation's initial principal office is 4044 Meridian Ave., Miami Beach, Florida 33140. The mailing address of the corporation is c/o Michael Oz, 4044 Meridian Ave., Miami Beach, Florida 33140.

**ARTICLE III.
CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV.
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of Importing and Sales.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on or in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.
CAPITALIZATION

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

ARTICLE VI.
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4044 Meridian Ave., Miami Beach, Florida 33140, and the name of its initial registered agent at such address is Michael Oz.

ARTICLE VII.
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

1. Frank Amsalem, 777 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE IX.
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one and the names and addresses of the initial directors are:

1. Michael Oz, President, 4044 Meridian Ave., Miami Beach, Florida 33140.

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall remain unchanged until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE XI.

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII.

TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XIII.

INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XIV.

BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

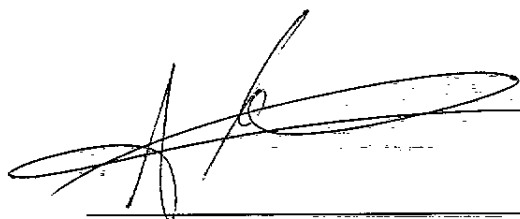
ARTICLE XV.

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 777 Arthur Godfrey Road, Second Floor, Miami Beach, Florida 33140.

Dated 24 July, 1998.

A handwritten signature in black ink, appearing to read 'Frank Amsalem', is written over a horizontal line.

Frank Amsalem

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: GEMSTONES WORLDWIDE, INC.
2. The name and the address of the registered agent and office is:

Michael Oz
4044 Meridian Ave.
Miami Beach, Florida 33140

Having been named to accept service or 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: 24 July, 1998



Michael Oz

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98 JUL 27 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA