

Charter Number Only

VALIDATION ONLY

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CORPORATION(S) NAME

GEMWORKS CORP.

98 OCT -5 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | |

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CERTIFIED COPY

98 OCT -5 AM 10:04
RECEIVED

PREPARED BY:
ANDREW RUBIN, ESQ
P.O. BOX 821649
50 FL, FL 33082-1668
FBN 298336

ARTICLES OF INCORPORATION

OF

GEMWORKS CORP.

98 OCT -5 AM 10:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is GEMWORKS CORP.

ARTICLE II. PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida under Chapter 607 of the Florida Statutes.

ARTICLE III. STOCK

The maximum number of shares of common stock outstanding at any one time shall be 500 shares, all of one class, with nominal or par value of \$1.00 per share.

ARTICLE IV. DURATION

The corporation shall have a perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

7100 Biscayne Boulevard
Miami, Florida 33138

with the privilege of having branch offices at any other place.

ARTICLE VI. REGISTERED AGENT

The registered agent for service upon this corporation shall be Todd M. Leoni.

ARTICLE VII. SERVICE

The registered office address for service upon this corporation shall be:

7100 Biscayne Boulevard
Miami, Florida 33138

ARTICLE VIII. DIRECTORS

The number of directors of this corporation shall not exceed 3 individuals, and the names and post office addresses of the persons who shall constitute the first Board of Directors are as follows:

TODD M. LEONI
7100 Biscayne Boulevard
Miami, Florida 33138

ARTICLE IX. SUBSCRIBER

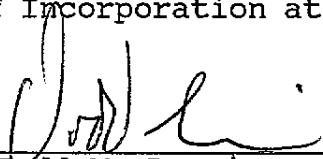
The names and post office addresses of the subscriber of the certificate of incorporation is as follows:

Todd M. Leoni
7100 Biscayne Boulevard
Miami, Florida 33138

ARTICLE X. INTERLOCKING DIRECTORS

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in or are directors or officers of such other corporation.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida on October 2, 1998.



Todd M. Leoni

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GEMWORKS CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, Florida, has named Todd M. Leoni, 7100 Biscayne Boulevard, Miami, Florida 33169 as its agent to accept service of process within the State of Florida.

10-2-98
Date

Todd M. Leoni
Todd M. Leoni

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.

10-2-98
Date

Todd M. Leoni
Todd M. Leoni
98 OCT -5 AM 10:36
FILED
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
 ss
COUNTY OF MIAMI-DADE)

On this 2nd day of October, 1998, before me personally appeared Todd M. Leoni, as incorporator and registered agent of GEMWORKS CORP., having subscribed to these Articles of Incorporation, who us known to me and did ^{not} take an oath.

Andrew Rubin
Notary Public State of Florida

My Commission Expires:

