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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

GEMST CORP.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GEMST CORP.

ARTICLE I- NAME

The name of this Corporation is : GEMST CORP.

ARTICLE II- DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III- PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is:
ANTONIO UGALDE 789 West 80th Street Hialeah, FL 33014

The Principal Place of Business of the Corporation shall be :
789 West 80th Street Hialeah, FL 33014

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Directors are:

Name

Address

ANTONIO UGALDE
PRESIDENT 50 %

789 WEST 80TH AVE
HIALEAH, FL 33014

PLACIDA G. MONDUY
VICE-PRESIDENT 50 %

789 WEST 80TH AVE
HIALEAH, FL 33014

Prepared By: Demar Enterprises Accounting Services, Inc.
1550 West 84th Street # 77
Hialeah, Florida 33014
Phone#(305)-558-4947

ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated 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- INCORPORATOR

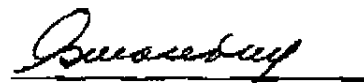
The persons signing these articles are: ANTONIO UGALDE

ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25 days of March, 1999.


ANTONIO UGALDE
PRESIDENT



PLACIDA G. MONDUY
VICE-PRESIDENT

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws on the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that GEMST CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named ANTONIO UGALDE located at Miami Florida, County of Miami Dade, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.



ANTONIO UGALDE
REGISTERED AGENT

PREPARED BY: Demar Enterprises Accounting Services, Inc.
1550 West 84th. Street, Suite 77 Hialeah, Florida 33014
Ph: (305) 558-4947 Fax:(305)821-9794

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