

**CORPORATE
ACCESS,
INC.**

P990000366S9

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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____ CERTIFIED COPY _____

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X FILING Articles _____

1.) Gemetals, Corp
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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-04/22/99--01035--018
*****70.00 *****70.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ajc 4/22

ARTICLES OF INCORPORATION

ARTICLE I NAME

The name of this corporation is GEMETALS, CORP.
The principal address and the mailing address of the initial
office of this corporation is 400 NORTH STATE RD.7 SUITE 310
MARGATE, FLORIDA 33063.

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TALLAHASSEE, FLORIDA

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the
date of the filing of these Articles with the Department of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any
or all lawfull business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V PRE EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation 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 VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 400 N.STATE ROAD 7 #310 MARGATE,FLORIDA 33063. The name of the initial registered agent of this corporation at that address is ALICIA WILSON.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name and address of the initial Board of Directors of this corporation is :

NAME	ADDRESS
ALICIA WILSON	400 N.STATE ROAD 7 # 310 MARGATE, FL. 33063

ARTICLE VIII INCORPORATORS

The name and address of each person signing these Articles is:

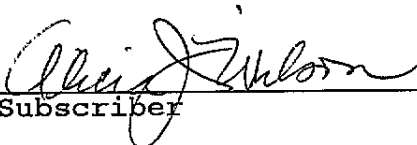
NAME	ADDRESS
ALICIA WILSON	400 N.STATE ROAD 7 # 310 MARGATE ,FL. 33063

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of AUGUST, 1999


Subscriber

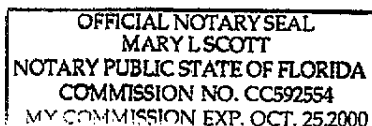
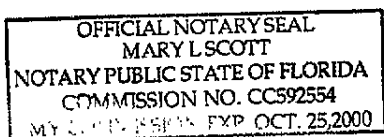
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALICIA WILSON known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of April ~~AUGUST~~, 1999.


Notary Public, State of Florida at Large

My commission Expires: 10-25-00



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

GEMETALS, CORP.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MARGATE STATE OF FLORIDA, HAS NAMED ALICIA WILSON LOCATED AT 400 N. STATE ROAD 7 #310 CITY OF MARGATE, FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Alicia Wilson
(Corporate Officer)

TITLE: PRESIDENT

DATE: APRIL 21, 1999

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 PERFORMANCE OF MY DUTIES.

SIGNATURE _____

Alicia Wilson
(Resident Agent)

DATE APRIL 21, 1999

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TALLAHASSEE, FLORIDA