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226 PALM SPRINGS CENTER
1040 WEST 40th STREET
HALEAH, FLORIDA 33012
(305) 821-0031
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BARNEY B. AVCHEN, J.D., P.A.
ATTORNEYS-AT-LAW

February 10, 1995.

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/14/95--01068 --019
****122.50 ****122.50

RE: AMAGEM JEWELRY, INC.

Gentleman:

Attached hereto please find my Trust Account check no. 6609 in the sum of \$122.50 as and for your fee for which I should appreciate your being good enough to certify the enclosed Articles of Incorporation. Please be good enough to return same to this office.

Thanking you in advance for your usual prompt attention, I remain,

Yours sincerely,

BARNEY B. AVCHEN

AB 2/15/95

FILED
1995 FEB 13 PM 2:00
TALLAHASSEE, FLORIDA

BBA/gc
Enc.

ARTICLES OF INCORPORATION
OF
AMAGEM JEWELRY, INC.

FILED
1995 FEB 13 PM 2:00
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

AMAGEM JEWELRY, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:
2141 N.W. 72nd. Avenue, Miami, Florida 33122.

ARTICLE III

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do any and all things hereinmentioned, as fully and to the same extent as natural persons might or could do, viz.:

To transact any business activity permitted by the laws of the State of Florida, without exception.

ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be TEN THOUSAND [10,000] shares of ONE DOLLAR [\$1.00] par value each, which shares will all be Common Stock.

ARTICLE V

This corporation is to have perpetual existence

ARTICLE VI

The name and address of the initial registered agent is Barney B. Avchen, and his business address is Suite 226, 1840 West 49th. Street, Hialeah, Florida 33012.

ARTICLE VII

The number of directors of this corporation shall be not less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME

ADDRESS

CIVILE GIOVANNI

2141 N.W. 72nd. Avenue
Miami, Florida 33122

ARTICLE VIII

The name(s) and address(es) of the subscriber(s) to the Certificate of Incorporation is/are:

NAME

ADDRESS

CIVILE GIOVANNI

2141 N.W. 72nd. Avenue
Miami, Florida 33122

ARTICLE IX

The corporation shall have the further right and power to:

Determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation [other than the stock book] or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection of any account, book, or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

This corporation may, in its by-laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation [subject to the provisions of the statutes] outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this document, in the manner or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE X

At the election of the officers of this corporation, this corporation may be qualified as a Sub-chapter S corporation, pursuant to the Laws of the United States of America and the

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That AMAGEM JEWELRY, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, and State of Florida, has named BARNEY B. AVCHEN, whose business address is Suite 226, 1840 West 49th Street Hialeah, Florida 33012, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



BARNEY B. AVCHEN

FILED
035 FEB 13 PM 2:09
TALLAHASSEE, FLORIDA