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PHONE: (305) 841-8884
FAX: (305) 841-3770

(((H9600000000000))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BEUTY GEMS JEWELRY, INC.
FAX AUDIT NUMBER: H960000008012 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/07/1996 TIME REQUESTED: 11:20:23
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ARTICLES OF INCORPORATION
OF
BEAUTY GEMS JEWELRY, INC.

②

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of such Corporation.

FIRST: The name of the corporation shall be:

BEAUTY GEMS JEWELRY, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is being organized are to engage in the business of jewelry and to do every-thing necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country. The corporation may also engage in any other lawful business, and may purchase, own, mortgage, sell, lease, or otherwise deal with the real and personal property as as permitted by the laws of the State of Florida.

FOURTH: Authorized Shares:

Number: The aggregate number of shares that the corporation shall have the authority to issue is FIVE HUNDRED (500) shares of Capital Stock with a par value of One and 00/100 Dollars (\$1.00) per share.

Initial Issue: FIVE HUNDRED (500) of the Capital Stock of the corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock: The shares of the Corporation are not to be divided into classes.

No shares in series: The Corporation is not authorized to issue shares in series.

James V. Alto, Esq.
2020 NE 163 St. # 300
N. Miami Bch., FL 33162

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(305) 949.9029
FBN. 0293997

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FIFTH: The initial street address in Florida of the initial principal office of the Corporation is:

36 N.E. 1st Street. #707. Miami. Florida 33132

And the Registered Agent is: EIRA GAD, whose street address is: 36 N.E. 1st Street. #707. Miami. Florida 33132

SIXTH: The Board of Directors shall consist of one (1) director who need not be a resident of the State of Florida or a shareholder of the Corporation. The initial director is DORON GAD, whose street address is 36 N.E. 1st Street. #707. Miami. Florida 33132

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified are as follows:

NAME	ADDRESS
DORON GAD	36 N.E. 1st Street. #707. Miami. Florida 33132

EIGHTH: The names and addresses of the initial incorporators are as follows:

NAME	ADDRESS
EIRA GAD	36 N.E. 1st Street. #707 Miami. Florida 33132

NINTH: A majority of the stockholders of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with no less than a majority vote of the common stock.

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ELEVENTH: The holders of the common stock of the corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money (money, or any property, or services) from time to time, in addition to that stock authorized (and issued) by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

TWELFTH: There shall be no cumulative voting.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at the City of Miami, in the County of Dade, and the State of Florida, on this 6th day of June, 1996

ESRA GAD

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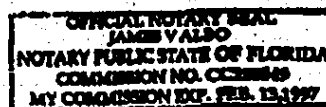
STATE OF FLORIDA)
COUNTY OF LADE) ss.

The foregoing instrument was acknowledged before me this
6th day of June, 1996, by HERRA GAD
who is (are) personally known to me or who has (have) produced
DRIVER'S LICENSE as identification and did take an oath.

NOTARY PUBLIC

JAMES V. ALDO
PRINT NAME OF NOTARY

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT
OF
BEAUTY GEMS JEWELRY, INC.

I, the undersigned, being the original Registered Agent to accept service of process for the Corporation hereinabove named, do hereby accept the appointment as Registered Agent for said Corporation, agree to comply with the provision of Florida Law relative to keeping open said office, and hereunto set my hand and/or seal, on this 6th day of June, 1996.

EIRA GAD

STATE OF FLORIDA)
COUNTY OF DADE) ss.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 6th day of June, 1996, by EIRA GAD who is personally known to me or who has produced DRIVER'S LICENSE as identification and who did take an oath.

NOTARY PUBLIC

James V. ALTO

PRINT NAME OF NOTARY

My Commission Expires:

OFFICIAL NOTARY SEAL
JAMES V. ALTO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC35549
MY COMMISSION EXPI. FEB. 12, 1997

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