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Alexksey Kotlyar  
4747 Hollywood Blvd , suite 129  
Hollywood, Florida 33021

October 24, 1997

Secretary of State  
Corporation Division  
Executive Towers  
Tallahassee, FL 32304

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-10/23/97--01048--015  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of International Merchants Association Inc ...  
Please file these with the appropriate authorities. I have enclosed a check to cover the filing costs  
and fees.

If you have any questions or should you require any further information, please contact me at the  
address above.

Sincerely,

Alexksey Kotlyar



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 23 AM 11:22

CP  
10/24/97

**Articles of Incorporation  
of  
International Merchants Association Inc .,**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 23 11:22

**I.  
Name**

The name of the Corporation is International Merchants Association Inc ., hereinafter referred to as the "Corporation."

**II.  
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.  
Principal Office and Registered Agent**

The principal office of the Corporation is 4747 Hollywood,Blvrd, Hollywood, Florida 33021. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Kotlyar Alexksey, 4747 Hollywood Blvd, Hollywood, Florida 33021.

**IV.  
Duration**

The duration of the Corporation shall be perpetual.

**V.  
Initial Business**

The initial business of the Corporation shall be:

Jewelry and gifts sale

**VI.**  
**Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 100, each share to have a par value of \$ 100.00.

**VII.**  
**Incorporators**

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Alexksey Kotlyar	4747 Hollywood Blvd, Hollywood, Fl., 33021

**VIII.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation is: 2. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
Alexksey Kotlyar president	4747 Hollywood Blvd, Hollywood, Fl, 33021
Jeffrey Glenn V. President	4747 Hollywood Blvd, Hollywood, Fl, 33021

**IX.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**X.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

**XI.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from 1/1 to 12/31 of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 10 day of October, 1997.

*Alay Adyaz*

Incorporator/Register Agent

*[Signature]*

Vice President

\_\_\_\_\_

\_\_\_\_\_

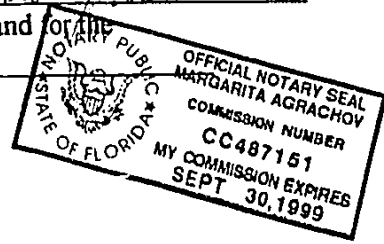
State of Fla

County of Brevard

BEFORE ME, the undersigned authority, on this day personally appeared Alexsey Kotlyar Alex Kotlyar, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 21 day of October, 1997

Margarita Agrachov  
Notary Public in and for the  
State of Fla



My Commission Expires:  
9/30/99

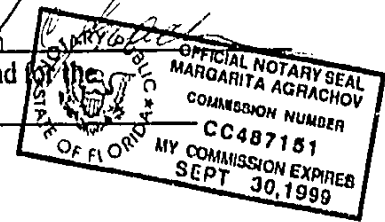
State of Fla

County of Brevard

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SUBSCRIBED AND SWORN TO BEFORE ME this the 21 day of October, 1997

Margarita Agrachov  
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State of Fla



My Commission Expires:  
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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:

That International Merchants Association Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Hollywood, Florida has named Alexksey Kotlyar located at 4747 Hollywood Blvd, Suite 129, Hollywood , Fl 33021 to accept service of process within Florida

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.



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Alex Kotlyar

97 OCT 23 AM 11:22  
STATE  
CLERK