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FLORIDA PROFIT CORPORATION OR P.A.

Jewelry4Sale.com, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
JEWELRY4SALE.COM, INC.**

ARTICLE I - NAME

The name of the corporation is Jewelry4Sale.com, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 11,000,000, consisting of: (i) 10,000,000 shares of common stock, par value \$.001 per share ("Common Stock"), and (ii) 1,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock of the Corporation are as follows:

A. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Corporation's Board of Directors ("Board of Directors") as hereinafter prescribed.

B. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(1) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(2) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(3) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(4) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(5) the dividend rate, whether dividends are payable in cash, stock of the corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(6) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same of any other class or classes of stock of the corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(7) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 10097 Cleary Blvd., Suite 203, Plantation, Florida 33324, and the name of the initial registered agent of the Corporation at that address is Yannick Tessier.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 10097 Cleary Blvd., Suite 203, Plantation, Florida 33324.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are as follows:

Jeff Malvin, 3600 West Commercial Boulevard, Ft. Lauderdale, Florida 33309;

Mark Malvin, 3600 West Commercial Boulevard, Ft. Lauderdale, Florida 33309; and

Yannick Tessier, 10097 Cleary Blvd., Suite 203, Plantation, Florida 33324.

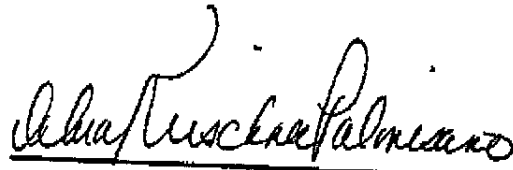
Pursuant to that certain Shareholders' Agreement entered into on or about the date hereof between the Corporation and certain shareholders of the Corporation, Yannick Tessier has the right to appoint three (3) persons (including himself) to the Corporation's Board of Directors. Mr. Tessier shall be entitled to three (3) votes on all matters entitled to be voted on by the Board of Directors while no other persons appointed by Mr. Tessier are serving as directors. Accordingly, when Mr. Tessier appoints one director to the Board of Directors, during such time that such person is serving on the Board of Directors, Mr. Tessier's number of votes shall decrease to two (2) votes. Correspondingly, when there are two directors appointed by Mr. Tessier serving on the Board of Directors, Mr. Tessier's number of votes shall decrease to one (1) vote. Upon resignation or removal of any directors appointed by Mr. Tessier, Mr. Tessier's number of votes shall increase accordingly until such time that Mr. Tessier appoints new directors to the Board of Directors and such persons remain on the Board of Directors.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Debra Kirschner Palmisano
Steel Hector & Davis LLP
200 South Biscayne Boulevard
Miami, Florida 33131-2398

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 2nd day of December, 1999



Debra Kirschner Palmisano, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That JEWELRY4SALE.COM, desiring to organize under the laws of the State of Florida, has named YANNICK TESSIER, located at 10097 Cleary Blvd, Suite 203, Plantation, Florida 33324, 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 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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 2nd day of December, 1999.

Yannick Tessier

Yannick Tessier

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