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November 15, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 14 PM 8:29

FILED

RE: New filing of corporations.

Dear Sir or Madam:

Enclosed you will please find the follows documents:

(a) The originals Articles of Incorporations on;

200002057152--5
-01/14/97--01122--013
****122.50 ****122.50

Saret Gold Wholesalers, Inc.

(b) Certificate of the designation of registered agent the above referenced;

(c) and a check in the amount of \$122.50 to cover the filing fees, registered agent fee, and a certified copy of the articles.

Thank you for your kind assistance in the filing of these corporations. If you have any questions or need further information please contact this office.

Sincerely,



Jose A. Yanez, Esq.

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Encs.

ARTICLES OF INCORPORATION
OF
SARET GOLD WHOLESALERS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

The name of the Corporation is **SARET GOLD WHOLESALER'S, INC.**

ARTICLE TWO

The address of the initial principal place of business of the Corporation is 36 N.E. 1st Street, Suite 307 Miami, Florida 33145. The mailing address of the Corporation is 36 N.E. 1st Street, Suite 307 Miami, Florida 33145.

ARTICLE THREE

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 400, all of which shall be common shares with the par value of \$0.05 (five cents).

Shares of the corporation's stock and certificates shall be issued as follows: 100 shares to Chaim M. Botach and 100 shares to Ateret Diveroli, and 100 shares to Sara Wachtel.

ARTICLE FOUR

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the corporation's initial registered office is located at 36 N.E. 1st Street, Suite 307 Miami, Florida 33132.. The Corporation's intial registered agent at that office is Chaim M. Botach.

ARTICLE FIVE

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder of the corporation within thirty (30) days of receipt of notice from the corporation.

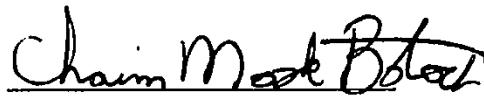
ARTICLE SIX

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE SEVEN

The name and street address of the incorporator is as follows: Chaim M. Botach
4101 Pine Tree Drive #912, Miami Beach, Florida 33140.

IN WITNESS WHEREFORE, the undersigned has executed these Articles of Incorporation this 26th day of Sept, 1996.


Chaim M. Botach

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

SECRETARY OF STATE
FLORIDA
97 JUN 14 PM 8 30
FILED

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

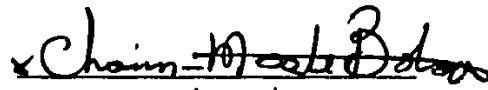
1. The name of the Corporation is **Saret Gold Wholesaler's, Inc.**
2. The name and address of the registered agent and office of the Corporation is:

Mr. Chaim M. Botach
4101 Pine Tree Drive, Apt. 912
Miami Beach, Florida 33140

Signed:


Chaim M. Botach

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Dated: 9/26/96