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CANTON & MORANTH, P.A.

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NAPLES, FLORIDA 33963
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REPLY TO MIAMI OFFICE

May 9, 1996

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

VIA FEDERAL EXPRESS

Jewelry

Re: Incorporation of Denimite, Inc.

800001819108
-05/13/96--01076--004
****122.50 ****122.50

Dear Sir/Madam:

Enclosed for filing please find:

1. Original and copy of the Articles of Incorporation of the above-referenced corporation;
2. A check in the sum of \$122.50, payable to the Florida Department of State, representing the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
Total	\$122.50

FILED
MAY 10 PM 1:32
TALLAHASSEE, FLORIDA

Please certify and return to the undersigned in the enclosed stamped, self-addressed envelope the enclosed copy of the Articles of Incorporation. Should you have any questions, please do not hesitate to call.

Very truly yours,

Thomas F. Morante
Thomas F. Morante

5/17/96
JB

Thomas GAVE
AUTHORIZATION BY PHONE TO

TFM/mas
Enclosures

CORRECT

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EXAM

5/17/96
Corp Name
JB

W502 W96-10502

ARTICLES OF INCORPORATION

OF

DENIMITE JEWELRY, INC.

FILED
MAY 10 PM 1:32
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

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

**ARTICLE I
NAME**

The name of the corporation is Denimite, (hereinafter called the "Corporation").
JEWELRY, INC.

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES _AUTHORIZED_	PAR VALUE PER SHARE	CLASS OF _STOCK_
1,000	\$1.00	Common

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, County of Dade, and the name of its registered agent at such address is Thomas F. Morante.

**ARTICLE V
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Denimite, Inc.
169 E. Flagler Street
Suite 922
Miami, Florida 33131

**ARTICLE VI
DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

1. **John Verdellis**
 169 E. Flagler Street, Ste. 922
 Miami, FL 33131
2. **Derek Parsons**
 169 E. Flagler Street, Ste. 922
 Miami, FL 33131
3. **Jacki Eliani**
 20185 E. Country Club Drive, Apt. 1501
 No. Miami Beach, FL 33180
4. **David Haim**
 412 Poinciana Drive
 Hallandale, FL 33009

**ARTICLE VII
INCORPORATOR**

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, Florida 33131.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9th day of May, 1996.

Thomas F. Morante
Thomas F. Morante, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 9th day of May, 1996.

Mary Schaeffer
Notary Public

My Commission Expires:



MARY SCHAEFFER
My Commission CC923126
Expires Jan. 29, 2000

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Thomas F. Morante, located at 777 Brickell Avenue, Suite 500, SunTrust Building, City of Miami, County of Dade, State of Florida, 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, Thomas F. Morante hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all Florida statutes relative to the proper and complete discharge of his duties.

Dated this 9th day of May, 1996.

REGISTERED AGENT:

By: Thomas F. Morante
Thomas F. Morante