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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH  
PHONE: (212) 431-5000  
(212) 431-1441

FAX #:

NAME: SUNBAR INC.

AUDIT NUMBER.....H97000016923

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# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Abraham Fuchs (Name), do hereby certify

that this Resolution of the Board of Directors of SUNBAR INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of New York

was duly adopted on October 13, 1997

Be it resolved, that SUNBAR INC. (Corporate Name)

organized and existing in the State of New York, hereby adopts the name

Sunbar International Inc. for use in Florida

Dated: 10/27/97

Vice-President Kenneth Phares  
Signature of either Chairman, Vice Chairman or any officer

Abraham Fuchs, President  
Type or print name

Abraham Fuchs

INMS18(1/96)

BlumbergExcelsior  
 62 White St  
 NY, NY 10013  
 212-431-5000

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 10, 1997

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: SUNBAR INC.  
REF: W97000023266

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

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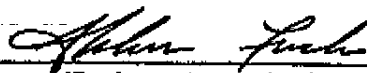
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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. SUNBAR INC.  
(Name of corporation. must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York  
(State or country under the law of which it is incorporated)
3. 13-3929510  
(FEI number, if applicable)
4. 1/7/97  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing 1997  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. 589 Fifth Avenue  
New York, NY 10017  
(Current mailing address)
8. any and all legal activities associated with the sale of jewelry  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: Abraham Fuchs  
Office Address: 169 East Flagler Street-Room 1030  
Miami, Florida, 33131  
(Zip Code)
10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature) (Officer)

Abraham Fuchs

(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Abraham Fuchs

Address: 169 East Flagler Street-Room 1030

Miami, FL 33131

Director: Hemant Jhaveri

Address: 88 Lake Avenue

Tuckahoe, NY 10707

B. OFFICERS

President: Abraham Fuchs

Address: 169 East Flagler Street-Room 1030

Miami, FL 33131

Vice President: Hemant Jhaveri

Address: 88 Lake Avenue

Tuckahoe, NY 10707

Secretary: Abraham Fuchs

Address: 169 East Flagler Street-Room 1030

Miami, FL 33131

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Treasurer: Abraham Fuchs H97000016923  
Address: 169 East Flagler Street-Room 1030  
Miami, FL 33131

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Abraham Fuchs*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Abraham Fuchs President  
(Typed or printed name and capacity of person signing application)

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**State of New York**  
**Department of State** | **ss:**

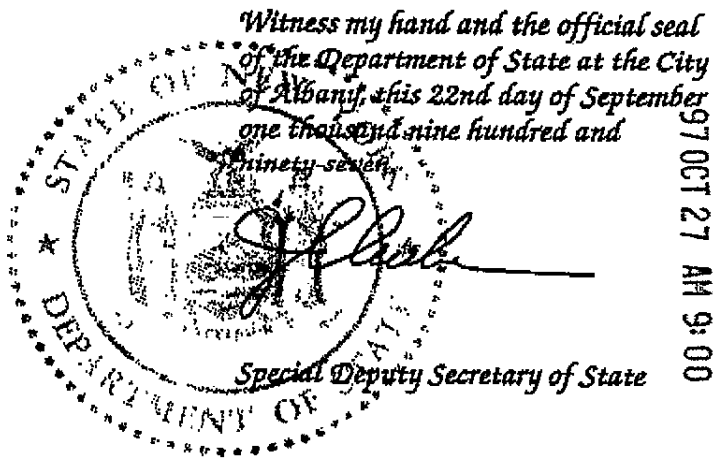
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I hereby certify, that the certificate of incorporation of SUNBAR INC. was filed on 11/26/1996, under the name of NAVASHIM INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Amendment NAVASHIM INC., changing name to SUNBAR INC., was filed 01/17/1997.

I further certify, that no other certificates have been filed by such corporation.

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