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2004 OCT 21 P 3:17

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JEWELRY AVENUE GROUP LLC

C/O

Yaron Kathein

10481 N.W. 11TH CT.

PLANTATION, FL. 33322

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**


October 8, 2004

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32314**

SUBJECT: JEWELRY AVENUE GROUP LLC
Proposed Name of Limited Liability Company

Enclosed, you will find the sum of \$125.00 to cover the costs of filing and one original a one copy of the Articles of Organization for the above named.

Thanking You in advance,



Yaron Kathein
Registered Agent

ARTICLES OF ORGANIZATION
OF

JEWELRY AVENUE GROUP LLC

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I NAME

The name of the limited liability company shall be:

JEWELRY AVENUE GROUP LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company shall be:

Principal Place of Business:

10173 W. SUNRISE BLVD.
PLANTATION, FL. 33322

Mailing Address:

10481 N.W. 11TH CT.
PLANTATION, FL. 33322

Phone (954) 583-4275

ARTICLE III EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV DURATION

The period of duration for Jewelry Avenue Group, LLC shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V PURPOSES AND POWERS

The general purpose for which the limited liability company is organized is to engage in the business and activity of:

Retail Jewelry sales and its related activities and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The limited liability company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this limited liability company shall be:

10481 N.W. 11TH CT.
PLANTATION, FL. 33322

The name of the initial registered agent of this limited liability company shall be:

Yaron Kathein

ARTICLE VII MANAGEMENT

The Managers of the Company shall be:

Manager Member: **YARON KATHEIN**
As agent for Jewelry Avenue Group, LLC.

whose address shall be the same as the mailing address of the limited liability company.

ARTICLE VIII ADMISSION OF ADDITIONAL MEMBERS

Company may admit additional members upon the unanimous written consent of all members, their agents or assignees.

Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulation or guidelines as the members may from time to time determine, in their sole discretion.

ARTICLE IX CONTINUITY OF BUSINESS

FILED

The limited liability company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE X MEMBERS

The Manager(s) of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company is/are:

| | |
|-----------------------|-----------------------------------|
| Yaron Kathein | General Manager & General Partner |
| 10481 N.W. 11TH CT. | 1% |
| PLANTATION, FL. 33322 | |

| | |
|-----------------------------|-----------------|
| Rodika-Varda Kathein | Limited Partner |
| 10481 N.W. 11TH CT. | 50% |
| PLANTATION, FL. 33322 | |

| | |
|-----------------------|-----------------|
| Sivan Kathein | Limited Partner |
| 10481 N.W. 11TH CT. | 49% |
| PLANTATION, FL. 33322 | |

ARTICLE XI RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the majority in interest of the members holding membership interests in the Company.

ARTICLE XII RETURN OF CAPITAL

FILED

No member shall have the right to demand the return of his or her contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

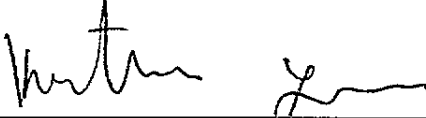
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend, or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company. Members shall also be bound to any written operating agreement or subsequent unanimous written agreements.

C/O YARON KATHEIN

IN WITNESS WHEREOF, the undersigned, an authorized representative of the member(s),
has made an subscribed these Articles of Organization at: **Plantation, Fl. 33322**
for the foregoing uses and purposes, this 8th day of October, 2004.



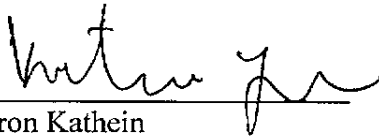
YARON KATHEIN Managing Member
and agent for Jewelry Avenue Group LLC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED **FILED**
IN ARTICLES OF ORGANIZATION

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Yaron Kathein, having a business office identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above foregoing Articles of Organization, as familiar with and accepts the obligations of the position of Registered office and Registered Agent, under section 608.4155, Florida Statutes and other applicable Florida Statutes. 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 obligation of

Yaron Kathein

By: 
Yaron Kathein