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TRANSMITTAL LETTER

FILED
00 JAN 28 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800003114769-8
-01/28/00-01073-003
*****78.75 *****78.75

SUBJECT: King David's Jewelry, Corp.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Perez, Behar : Assoc. PA
Name (Printed or typed)

13935 NW 1 AVE
Address

M. Miami, FL 33168
City, State & Zip

305-688-9694
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN FEB - 2 2000

**ARTICLES OF INCORPORATION
OF
KING DAVID'S JEWELRY, CORP.**

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TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be:

KING DAVID'S JEWELRY, CORP.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$ 1.00 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:

**13935 NW 1st Avenue
N Miami, Fl. 33168**

Prepared by:
Perez, Behar & Associates, PA.
13935 NW 1st Avenue
N Miami, Fl. 33168
(305) 688-9694

ARTICLE VII

The number of directors constituting its initial Board of Directors is (1) whose name(s) and address(es) is (are):

Ariem Alishayev
13935 NW 1st Avenue
N Miami, FL. 33168
President 100%

ARTICLE VIII

The name and address of the subscriber is:

Ariem Alishayev
13935 NW 1st Avenue
N Miami, FL. 33168

ARTICLE IX

The registered agent and address for the corporation shall be:

PEREZ, BEHAR & ASSOCIATES, PA.
13935 NW 1st AVENUE
N MIAMI, FL. 33168

ARTICLE X

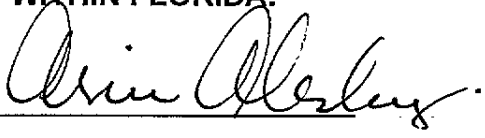
Shareholders shall be entitled to preemptive rights.


Ariem Alishayev

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT KING DAVID'S JEWELRY, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED PEREZ, BEHAR & ASSOCIATES, PA. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 

Title: PRESIDENT

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.

Signature: 
RAMON PEREZ/ VICE-PRESIDENT
PEREZ, BEHAR & ASSOCIATES, PA.

Date: 1-26-00