

Division of Corporations

P00000029819**Florida Department of State****Division of Corporations****Public Access System****Katherine Harris, Secretary of State****Electronic Filing Cover Sheet**

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**EJEWELERSB2B CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION**ARTICLE I - NAME**

The name of this corporation is eJewelersb2b Corp.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

3350 Ulmerton Road, Suite 1
Clearwater, Florida 33762

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ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 50,000,000 shares of one tenth of one cent (\$.001) par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3350 Ulmerton Road, Suite 1, Clearwater, Florida 33762 and the name of the initial registered agent of this corporation at that address is Phil Cao.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Phil Cao
3350 Ulmerton Road, Suite 1
Clearwater, FL 33762

Hieu Cao
3350 Ulmerton Road, Suite 1
Clearwater, FL 33762

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Wade Yeakle
Attorney at Law
4128 28th Street North
St. Petersburg, FL 33714

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: March 23, 2000.


Wade Yeakle, Incorporator
Attorney at Law

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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 Sec. 607.0501, Florida Statutes, the following is submitted:

First that, eJewelersb2b Corp. , desiring to organize or qualify under the laws of the State of Florida, has named Phil Cao, 3350 Ulmerton Road, Suite 1, Clearwater, Florida 33762 as its agent to accept service of process within Florida.

Dated: March 23, 2000.


Wade Yeakle, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 22, 2000.


Phil Cao

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