P00000100817

Date: October 24, 2000

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, FL. 32314

Re: Ultimate Treasures, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70,00

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,

Victoria Zimmerman (Individual's name) Ultimate Treasures, Inc 3370 N.E. 190 Street Aventura, FL 33180 (305) 466-2310 (Name of corporation) Mailing Address & Phone Number

300003439603--3 -10/25/00--01090--005 *****70.00 *****70.00

ARTICLES OF INCORPORATION OF Ultimate Treasures, Inc

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract. Hereby form a corporation under the laws of the State of Florida.

Article 1 - Corporation Name

The name of the Corporation is: Ultimate Treasures, Inc 3370 N.E. 190 Street Aventura, FL 33180 Article II - Duration

The corporation shall exist perpetually unless dissolved according to Florida Law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1,00) par value Common Stock, which shall be designated "Common Stock."

Article V - Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this corporation is:

Name Victoria Zimmerman Address 3370 N.E. 190 Street City & State Aventura, FL 33180

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

Victoria Zimmerman 3370 N.E. 190 Street Aventura, FL. 33180

Article VII - Incorporators

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

Name

Victoria Zimmerman

Address

3370 N.E. 190 Street

City & State

Aventura, FL 33180

In witness whereof, the undersigned subscriber(s) have executed these Articles of Incorporation this 24th Day of October 2000.

State of Florida

County of Miami Dade

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Victoria Zimmerman

Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before that she executed these Articles of Incorporation. FLM 2565-873-37-584-0 155 10-17-00

In witness whereof, I have hereunto affixed my hand, and seal, in the State and 24

County aforesaid, this

Davita Mandrell Commission # CC 799618 Expires FEB. 20, 2003

BONDED THRU

ATLANTIC BONDING CO., INC.

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Certificate of Registered Agent of

Ultimate Treasures, Inc

Pursuant to Florida Statutes Sections 48.091 and 607,034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

At .3370 N.E. 190 Street
Aventura, FL 33190

Has named Victoria Zimmerman Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(Registered Agent)