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Florida Department of State

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Division of Corporations

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: EMPIRE CORPORATE KIT COMPANY Account Name

Account Number : 072450003255 : (305)541-3694 Fax Number : (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

DH JEWELRY, INC.

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ARTICLES OF INCORPORATION OF DH JEWELRY, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLES I - CORPORATION NAME

The name of the corporation is DH JEWELRY, INC. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplies thereto, or any law enacted to take place thereof (collectively, the "Act").

ARTICLE III - REGISTERED OFFICE/AGENT

The street address of the Corporation's initial registered office in the State of Florida is 2 Alhambra Plaza, Suite 802, Coral Gables, Florida 33134, and the name of its initial registered agent is Betty Hyman, Esq.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal office of the corporation, and its mailing address is 81 SW 91 Street Avenue, Apt. #207, Plantation, Florida 33324.

Preparer:
Betty Hyman, Esq.
2 Alhambra Plaza
Suite 802
Coral Gables, Florida 33134
Phone: (305) 461-2330

Fax: (305) 448-0554 FL Bar No.: 0083100

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SECRETARY OF STATE DIVISION OF CORPORATIONS

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ARTICLE V - AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are one thousand (1,000), and the par value shall be one dollar (\$1.00).

ARTICLE VI - PROVISIONS

The provisions of the internal affairs of the Corporation shall be set forth in the bylaws.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one. The name and address of the director who is to serve as the initial Board of Directors of the Corporation is as follows:

Yakov Benaion 81 SW 91 Street Avenue Apt. #207 Plantation, Florida 33324

ARTICLE VIII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made a party to any suit, action or proceeding by reason of the fact that he is or was director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise; except for any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

Betty Hymati Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT

Having been named to accept service of process for DH jewelry, Inc., at the place designated in the Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and, (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 18 day of December, 2000

· dt

Betty Hyma

The foregoing instrument was acknowledged before me this _____ day of December, 2000, by Betty Hyman who is personally known to me and who took and cath.

Notary Public, State of Florida

My commission expires:



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