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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

mendel jewelers etc., inc.

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(4)

ARTICLES OF INCORPORATION

OF

MENDEL JEWELERS ETC., INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE
LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE MENDEL JEWELERS
ETC., INC.

ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER
DISSOLVED ACCORDING TO LAW.

ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 20443 OLD CUTLER
ROAD, MIAMI, FL. 33189.

ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL
STOCK:

<u>NO. SHARES</u>	<u>CLASSIFICATION</u>	<u>PAR VALUE</u>
100,000	COMMON	\$1.00

DOCUMENTS PREPARED BY FOY H. HAMMONS
2701 SO. BAYSHORE DR., MIAMI, FLA. 33133
(305) 859-9914

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SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER, UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED BY OTHERS.

ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 2701 SO. BAYSHORE DRIVE SUITE 606, COCONUT GROVE, FLA. 33133.

ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS DAVID MENHENNETT, 12420 S. W. 188 TERR., MIAMI, FL. 33177.

ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS DAVID MENHENNETT, 12420 S. W. 188 TERR., MIAMI, FL. 33177.

ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO

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THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE DIVIDENDS DUE THEM FOR ANY INDEBTEDNESS OF THE SHAREHOLDERS TO THE CORPORATION.

ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, HEREBY EXECUTES THESE ARTICLES OF INCORPORATION THIS 27 DAY OF January, 2001.

Paul E. Mendenhall
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT FOR MENDEL JEWELERS ETC., INC.

DATED THIS 27 DAY OF January, 2001

John
REGISTER AGENT

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