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March 28, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
2001 APR -2 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: ALFRED A. INC.

300003942699--5
-04/02/01--01053--017
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed herewith please find the following with respect to the above-named corporation:

1. An original and one copy of Articles of Incorporation; and
2. Check made payable to Secretary of State in the amount of \$78.75.

Please file the original Articles of Incorporation and return a certified copy to this office in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Sincerely,

ALEX DASZKAL, ESQUIRE

AD:ll

Enclosures

cc: Client

4/6/01

ARTICLES OF INCORPORATION

OF

ELFREDA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is ELFREDA, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general nature of the business to be transacted by this corporation is:

1. To engage in every phase and aspect of jewelry sales.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or are necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 10,000.00. Such shares shall be a single class and shall have a par value of 05/100 Dollars (\$0.05) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 7410 Boynton Beach Boulevard, Boynton Beach, Florida 33437, and the name of its initial registered agent is TED G. HAHN. I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


TED G. HAHN

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is one
(1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

TED G. HAHN
7410 Boynton Beach Boulevard
Boynton Beach, Florida 33437

ARTICLE SEVEN

The name and address of each incorporator is:

TED G. HAHN
7410 Boynton Beach Boulevard
Boynton Beach, Florida 33437

ARTICLE EIGHT

The principal office and mailing address for the corporation is: ELFREDA, INC., 7401 Boynton Beach Boulevard, Boynton Beach, Florida 33437.

EXECUTED by the undersigned in the City of Deerfield Beach, County of Broward, State of Florida, this 28 day of March, 2001.

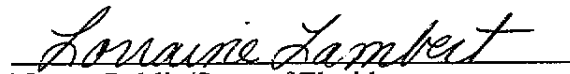

TED G. HAHN

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared TED G. HAHN, to me known to be the person described herein and who executed the foregoing.

WITNESS my hand and seal this 28 day of March, 2001.


Notary Public/State of Florida
At Large

My commission expires:



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SECOND DEPT OF STATE
TALLAHASSEE FLORIDA