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FERENCIK LIBANOFF BRANDT AND BUSTAMANTE

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

ROBERT E. FERENCIK, JR.
IRA L. LIBANOFF
ALAN C. (PETER) BRANDT, JR.
NESTOR BUSTAMANTE, III
ALEXANDER J. WILLIAMS, JR.
JORDANA L. GOLDSTEIN
SANDRA D. KENNEDY
GAVIN D. CADDY
RANDALL L. GILBERT
JOHN J. CARAVELLA
JANET E. RITENBAUGH, Of Counsel

WESTSIDE CORPORATE CENTER
150 S. PINE ISLAND ROAD, SUITE 400
FORT LAUDERDALE, FL 33324

BROWARD (954) 474-8080
DADE (305) 949-8003

FAX (954) 474-7343

Email: admin@flbblaw.com

URL: <http://www.flbblaw.com>

April 23, 2001

SENT VIA FEDERAL EXPRESS

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
(850) 487-6052

409 E. Gaines St.
32399

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*****78.75 *****78.75

Our Client: Sheridan Jewelry Exchange, Inc.
Our File No. 1228.0101


Re: Articles of Incorporation

EFFECTIVE DATE

4-24-01

Enclosed please find two copies of the proposed Articles of Incorporation and a check in the amount of \$78.75 which comprises the filing fee (\$35.00), designation of registered agent (\$35.00), and a certified copy (\$8.75). Please send the certified copy to my attention at the address indicated above.

Truly yours,


Randall L. Gilbert

Encl.

FILED
01 APR 25 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-26-01
WGC

**ARTICLES OF INCORPORATION
OF
SHERIDAN JEWELRY EXCHANGE, INC.**

The undersigned incorporators, do hereby adopt these articles of incorporation, for the purposes of forming a Corporation under F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be SHERIDAN JEWELRY EXCHANGE, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is:

2912 North 36 Avenue,
Hollywood Florida 33021

ARTICLE III. PURPOSE

FILED
01 APR 25 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The object and purposes of this Corporation and the general nature of the business it proposes to transact are:

- (a) To buy, sell, and repair jewelry and watches; to lease, rent, manage, and license real property, whether owned in fee or otherwise, within and subject to the laws of the State of Florida and Principles of Ethics, by and through the members, officers, agents, and employees of the Corporation.
- (b) To employ "ancillary personnel."
- (c) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and to acquire and own real or personal property necessary or appropriate.
- (d) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainment of any of the objectives enumerated herein and before, and in general to do any and every other act or acts, thing or things, incidental to, growing out of, or connected with said business, or any part or parts thereof, which may be necessary or convenient in carrying on the business of the Corporation and which are authorized by law.
- (e) The designations herein of any object or purpose is not to be construed as a limitation or qualification upon, or in any manner to limit or restrict, the purposes and objects of the Corporation.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on April 24th 2001. But if these articles of incorporation are not filed with the Florida Department of State within five (5) business days therefrom, then this Corporation shall have perpetual existence when the Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is

One-Thousand, (1,000) shares of common "Voting" stock with a par value of one one-hundred-thousandth of a Dollar, (\$0.00001) per share, and One-Hundred-Thousand (100,000) shares of common "Non-Voting" stock with a par value of one one-hundred-thousandth of a Dollar, (\$0.00001) per share. The shareholders may designate these stocks respectively as "Class A" and "Class B."

The authorized capital shall be paid for at such time and in such manner as this Corporation's Board of Directors may designate. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

Every share of common "voting" stock shall be entitled to: equal voting rights - i.e., one vote per share of common "voting" stock.

All classes of shares are entitled to receive the net assets of the corporation upon dissolution, without any preference.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Corporation hereby appoints Randall L. Gilbert, Esq., whose registered office address is 150 South Pine Island Road, Suite 400, Plantation Florida 33324, and who is a bona fide resident of the State of Florida, as its initial registered agent.

ARTICLE VII. BOARD OF DIRECTORS

The business affairs and property of the Corporation are to be conducted by a Board of Directors, the number of which shall be determined in accordance with the Bylaws of the Corporation. The initial Board of Directors shall consist of two, (2), members whose names are set forth below, and who will serve until the First Annual Meeting of Stockholders or until their successors are duly elected and qualified.

(1) Rita Sharaby, Director

(2) Ami Sharaby, Director

ARTICLE VIII. INCORPORATORS

The names and addresses of the persons signing these articles of incorporation as incorporators are:

NAME	ADDRESS
Randall L. Gilbert, Esq.	150 South Pine Island Road, Suite 400, Plantation Florida 33324


ARTICLE IX. PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

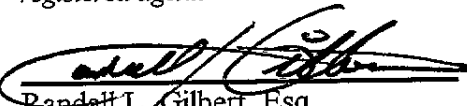
ARTICLE X. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation on April 22, 2001.


Randall L. Gilbert, Esq.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Randall L. Gilbert, Esq.

Date 4/23/01