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July 27, 2001

Florida Department of State
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32301

500004578595-8
-09/10/01--01107--010
****122.50 ****78.75

Re: Jewelry by Noemi, Inc.

Dear Sirs:

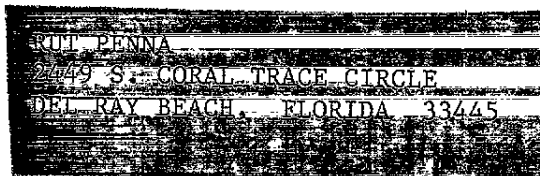
Enclosed please find Original and one copy of Articles of Incorporation for the above named Florida Corporation. Also enclosed is my check in the amount of \$ 122.50, representing payment of the filing fee, certified copy fee and registered agent fee.

Once you have filed same, please forward a copy.
Thanking you in advance for your prompt attention to this matter.

Very truly yours,


RUT PENNA

FILED
01 SEP 10 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



9-12-01
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ARTICLES OF INCORPORATION
OF
JEWELRY BY NOEMI, INC.

The undersigned, subscribers to these Articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is: Jewelry By Noemi, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of The United States of America and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall have the authority to issue is 10,000,000 shares of Common Stock, having a par value of \$0.001 each.

ARTICLE IV. TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Thomas Penna
2449 S. Coral Trace Circle
Delray Beach, Florida 33445

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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SEP 10 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and street address is:

Rut Penna
2449 S. Coral Trace Circle
Delray Beach, Florida 33445

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR


The name and street address of the person signing these articles of Incorporation as the Incorporator is:

Rut Penna
2449 S. Coral Trace Circle
Delray Beach, Florida 33445

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 07 day of Sept., 2001.


Rut Penna

STATE OF FLORIDA)
COUNTY OF DADE)


BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared: Rut Penna known to me to be the person described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7 day of Sept., 2001.



NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

 Michael A Pravata
My Commission DD034155
Expires June 17 2005

FILED
01 SEP 10 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statute, the following is submitted:

That JEWELRY BY NOEMI, INC. Desiring to organize under the laws of the State of Florida, with its principles office, indicated in the Articles of Incorporation, at 2449 S. Coral Trace Circle, Delray Beach, Florida 33445, has named:

Thomas Penna
2449 S. Coral Trace Circle
Delray Beach, Florida 33445

as its Agent to accept service of process.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


REGISTERED AGENT