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ACCOUNT NO. : 072100000032

REFERENCE : 229080 7173754

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 27, 2001

ORDER TIME : 10:57 AM

ORDER NO. : 229080-005

CUSTOMER NO: 7173754

CUSTOMER: Kenneth Wurtenberg, Cpa  
Kenneth Wurtenberg, Cpa

Suite 201  
16969 Nw 67th Avenue  
Miami, FL 33015

DOMESTIC FILING

NAME: Y & D JEWELRY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155  
EXAMINER'S INITIALS:

FILED  
2001 NOV 27 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 NOV 27 AM 11:30  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**FILED**

**ARTICLES OF INCORPORATION  
OF  
Y & D JEWELRY, INC.**

2001 NOV 27 PM 1:20

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be **Y & D Jewelry, Inc.**

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV  
ADDRESS**

The street address of the initial registered office of the corporation shall be 1200 West Avenue, #931, Miami Beach, FL 33139 and the name of the initial Registered Agent for the corporation at that address is Yair Segal.

**ARTICLE V  
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI  
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII  
LIMITATION OF LIABILITY**

Each director, shareholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, shareholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

**ARTICLE VIII  
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE IX  
DIRECTORS**

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Yair Segal

1200 West Avenue, #931, Miami Beach, FL 33139

**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator is:

Yair Segal

1200 West Avenue, #931, Miami Beach, FL 33139

**ARTICLE XI  
AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision(s) contained in these Articles of Incorporation or any amendment thereto, in the manner now or hereafter prescribed by statute and any rights conferred upon the shareholders are subject to reservation.

**ARTICLE XII  
LIMITATION ON PAYMENT OF DEBTS**

The private property of the shareholders shall not be subject to the payment of corporate debts in any extent whatsoever. The Corporation shall have first lien on the share of its shareholder(s), and upon any dividends due thereon, for any indebtedness of such shareholder(s) to the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26 day of Nov, 2001.

Incorporator:

Yair Segal  
Yair Segal

STATE OF FLORIDA

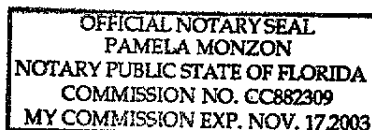
COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 26<sup>th</sup> day of November, 2001, by Yair Segal.

Pamela Monzon  
Notary Public, State of Florida

(SEAL)

My Commission Expires:



FILED

DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

2001 NOV 27 PM 1:20

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following is submitted in compliance with the laws of the State of Florida, **Y & D Jewelry, Inc.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 1200 West Avenue, #931, Miami Beach, FL 33139, has named Yair Segal, whose address is 1200 West Avenue, #931, Miami Beach, FL, 33139, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Yair Segal  
Yair Segal

STATE OF FLORIDA

COUNTY OF DADE

**BEFORE ME**, the undersigned authority, this day personally appeared Yair Segal, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

November, 2001 **WITNESS** my hand and official seal this 16<sup>th</sup> day of

Pamela Monzon  
Notary Public, State of Florida

(SEAL)

My Commission Expires:

