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FILED
01 DEC 26 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 14, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: AMOISSANITE JEWELS, INC.

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-12/26/01--01058--010
*****70.00 *****70.00

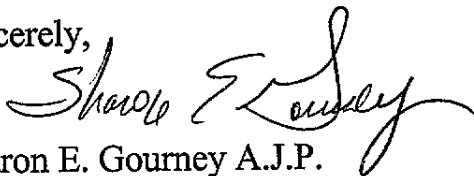
Dear Sir or Madam,

Enclosed, please find an original and one copy of the Articles of Incorporation of the above-named corporation along with a check in the amount of \$70.00 to cover the following expenses:

Filing Fee:	\$20.00
Registered Agent Fee:	\$20.00
Certified Copy:	\$30.00
Total:	\$70.00

Please file same and forward a confirmation of the filing to me at your earliest convenience. Thank you for your assistance and cooperation.

Sincerely,



Sharon E. Gourney A.J.P.
Registered Agent

Amoissanite Jewels Inc.
424 East Central Blvd.
Orlando, Florida 32801

J. BRYAN DEC 28 2001

ARTICLES OF INCORPORATION

OF

AMOISSANITE JEWELS, INC.

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ARTICLE I. NAME. The name of the corporation shall be AMOISSANITE JEWELS, INC.

ARTICLE II. DURATION. The corporation shall exist perpetually.

ARTICLE III. PURPOSE. The purposes of this corporation is for the sale and wholesale distribution of jewelry and fine gifts and for the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPTITOL STOCK. This corporation is authorized to issue One Hundred (100) shares of common stock with One Dollar (\$1.00) par value per share, and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTRATION OFFICE AND AGENT.

The street address of the principal office is 424 East Central Boulevard, Orlando, Florida 32801, and the mailing address 424 East Central Boulevard, Orlando, Florida 32801. The name of the Initial Registered Agent is SHARON E. GOURNEY, located at 424 East Central Boulevard, Orlando, Florida 32801.

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This corporation shall have one (1) director initially. The number of directors may never be less than one (1). The name and address of the initial director (s) of this corporation is/are:

SHARON E. GOURNEY A.J.P. (GIA)
424 East Central Boulevard
Orlando, Florida 32801

ARTICLE VII. INITIAL OFFICERS.

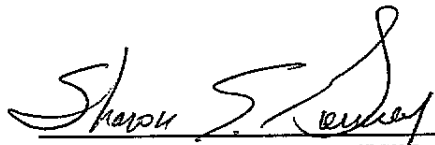
President:	SHARON E. GOURNEY A.J.P. (GIA)
V. President:	SHARON E. GOURNEY A.J.P. (GIA)
Secretary:	SHARON E. GOURNEY A.J.P. (GIA)
Treasurer:	SHARON E. GOURNEY A.J.P. (GIA)

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of Capital:

SHARON E. GOURNEY, A.J.P. (GIA) 100%

ARTICLE IX. AMENDMENT. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

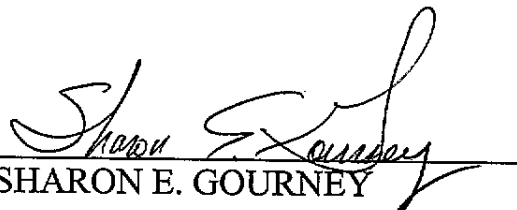
IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 14 day of December, 2001.


SHARON E. GOURNEY, A.J.P.
424 East Central Blvd.
Orlando, Florida 32801

ACCEPTANCE OF REGISTERED AGENT

I, SHARON E. GOURNEY, have been named to act as the registered agent to accept service of the process of AMOISSANITE JEWELS, INC., designated by the corporation, I accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED THIS 14 day of December, 2001


SHARON E. GOURNEY

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