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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

elan jewelers, inc.

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ARTICLES OF INCORPORATION

OF

ELAN JEWELERS, INC.

⑤

WE, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State these Articles of Incorporation; and to that end we do, by these Articles set forth;

ARTICLE ONE-NAME

The name of this corporation is ELAN JEWELERS, INC.

ARTICLE TWO-PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal office of the corporation is 1940 Harrison Street, Suite 300, Hollywood, Florida 33020.

ARTICLE THREE-PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all

Prepared By:
Fred Hochsztein, Esq.
HOCHSZTEIN & HARRISON-JOLLY, P.A.
1940 Harrison Street, Suite 300
Hollywood, Florida 33020
(954) 922-4679

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other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do.

ARTICLE FOUR-CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of single class and shall have a par value of \$0.01 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

SABI HANANEL	6716 Stirling Road Hollywood, Florida 33024
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MARY HANANEL	6716 Stirling Road Hollywood, Florida 33024
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ARTICLE SIX-REGISTERED AGENT

The Registered Agent shall be Fred Hochsztein, Esquire whose address is 1940 Harrison Street, Suite 300, Hollywood, Florida 33020.

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

FRED HOCHSZTEIN, Esq.

1940 Harrison Street, Suite 300
Hollywood, Florida 33020

ARTICLE EIGHT-INITIAL OFFICERS

SABI HANANEL	President
MARY HANANEL	Vice-President
MARY HANANEL	Secretary
MARY HANANEL	Treasurer

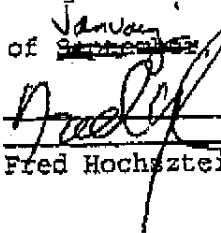
ARTICLE NINE - DURATION

The corporation shall have perpetual existence.

ARTICLE TEN - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 7th day of January, 2002.


Fred Hochsztein, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

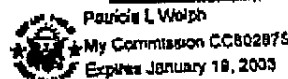
BEFORE ME, personally appeared Fred Hochsztein, well known to me to be the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of January, 2002



My Commission Expires: _____

NOTARY PUBLIC




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**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ELAN JEWELERS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Broward, County of Dade, and the State of Florida, has named, Fred Hochsztein, ESQ., 1940 Harrison Street, Suite 300, Hollywood, Florida 33020 as its agent to accept service of process within its State.


INCORPORATOR
DATED: 1/7/02

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.


RESIDENT AGENT
DATED: 1/7/02

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