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LAZARUS CORPORATE FILING SERVICE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOPHIE'S JEWELRY CORPORATION
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

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☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

RECEIVED
FILED
02 MAY -8 PM 3:47
02 MAY -8 AM 9:59
DEPARTMENT OF STATE
OFFICE OF CORPORATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/9

ARTICLES OF INCORPORATION
SOPHIE'S JEWELRY CORPORATION

ARTICLE I - NAME

The name of this corporation is: SOPHIE'S JEWELRY CORPORATION

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permeated under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorizes to issue up to one thousand (1000) shares of common stock with a par value of \$ 1.00 dollar per share.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which, is hereby reserved unto stockholders by right, may and is hereby delegated, unto the Board of Directors.

The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board in writing, their decision to determine the consideration for the issuance of non-issued or sales of treasure shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or the disposal of treasure shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

Shares may not be issue until the full amount of the consideration therefor been paid.

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TALLAHASSEE, FLORIDA

When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class series as that which he already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND REGISTER AGENT

The street address of the principal office of this corporation is 1869 SW 11th Terrace Miami, Florida 33135 the name of the initial register agent of this corporation at that address is: ZOILA M. MENDIA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribe by the by-laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this are:

N A M E	A D D R E S S
ZOILA M MENDIA	1869 SW 11 th Terrace Miami, Florida. 33135
EDWING R MENDIA	1869 SW 11 th Terrace Miami, Florida. 33135

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, at a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action

alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and other corporation, and no act of this corporation shall in any way be effected or invalidated by the act that any of the directors of the corporation are peculiarly or otherwise in, or are directors or officers of, such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by the vote of the holders of a majority of shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscribers of these Articles of Incorporation is:

NAME	ADDRESS
ZOILA M MENDIA	1869 SW 11 th Terrace Miami, Florida. 33135
EDWING R MENDIA	1869 SW 11 th Terrace Miami, Florida. 33135

ARTICLE XII – BY LAWS

The power to adopt, alter, Amend, or repeal by-laws shall be vested in the Board of Directors. BY-LAWS shall be vested in the Board of Directors. BY-LAWS adopted by the Board of Directors may be repealed or change and new BY-LAWS may be adopted by the shareholders, and the shareholders may prescribe in any BY-LAWS made by them that such BY-LAWS shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII - POWERS

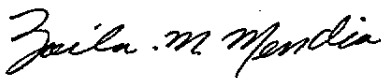
This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.
All corporate powers shall be executed by under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

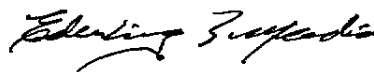
These Articles of Incorporation may be amended in the manner provided by the Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of stockholders entitle to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 1ST day of May, 2002

ZOILA M MENDIA



EDWING R MENDIA



**CERTIFICATE OF DESIGNATION
REGISTER AGENT/PRINCIPAL OFFICE**

FILED
02 MAY -8 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 607.0501, Florida Statutes, the following is submitted, in

Compliance said with said Act:

FIRST: SOPHIE'S JEWELRY CORPORATION

Desiring to organized under the laws of the State of Florida with its principal office as

Indicated in the Articles of Incorporation at the City of Miami County of Miami-Dade

STATE of FLORIDA, has named ZOILA M MENDIA OF 1869 SW 11th Terrace, Miami,

Florida 33135 as its Register Agent and Principal Office to Accept services of

process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place

Designated in this capacity, and agree to comply with the provision of said Act relative to

Comply with the provision of said Act relative to keeping open said office.

ZOILA M MENDIA

Zoila M. Mendia