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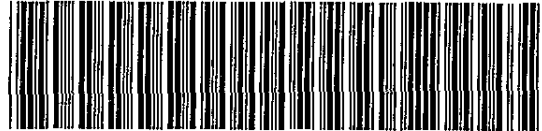
(Business Entity Name)

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DAMIAN M. OZARK*
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MARK A. NELSON

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*Also Admitted in MS and CO
**Also Admitted in NH

December 3, 2002

Sent via Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

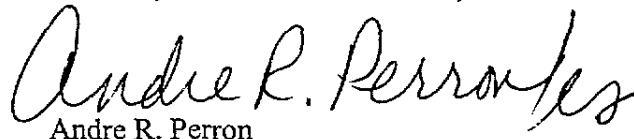
Re: Y-SHIR, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation on Y-SHIR, INC. I am also enclosing a check in the amount of \$78.75 for the filing fee.

Should you have any questions, please contact my office.

Sincerely,
OZARK, PERRON & NELSON, P.A.


Andre R. Perron

ARP/lss
enclosures

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is **Y-SHIR, INC.**

Article 2. Principal Office or Mailing Address. The principal office or mailing address of the Corporation is:

**106 Bridge Street
Bradenton Beach, Florida 34217**

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation are organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. All general purposes including marketing and distributing jewelry.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have \$1.00 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is:

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Andre R. Perron, Esquire
OZARK, PERRON & NELSON, P.A.
2808 Manatee Avenue West
Bradenton, Florida 34205

Article 7. Incorporator. The name and address of the Incorporator is as follows:

Yoram Shitrit
106 Bridge Street
Bradenton Beach, Florida 34217

Article 8. Amendment. 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.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall continue is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 3rd day of December, 2002.



YORAM SHITRIT

CERTIFICATE OF DESIGNATION FOR REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Corporation, which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 3rd day of December, 2002.



Andre R. Perron, Esquire

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