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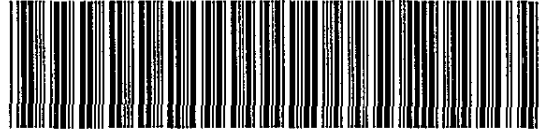
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Date: DECEMBER 17, 2002

SUBJECT: XS BODY JEWELRY, INC.

(proposed corporate name)

Enclosed are the ARTICLES OF INCORPORATION of the subject corporation. Our check for \$122.50 is enclosed..

FROM: ERIC BENDAYAN, PRES
XS BODY JEWELRY, INC.
2036 BRIAN AVE.
SO.DAYTONA, FL 32119

ARTICLES OF INCORPORATION

OF

XS BODY JEWELRY, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

XS BODY JEWELRY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

XS BODY JEWELRY, INC.
2036 BRIAN AVE.
SO.DAYTONA, FL 32119

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common no-par value stock

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is:

ERIC BENDAYAN, PRES.
XS BODY JEWELRY, INC.
2036 BRIAN AVE.
SO.DAYTONA, FL 32119


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TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

ERIC BENDAYAN, PRES.
XS BODY JEWELRY, INC.
2036 BRIAN AVE.
SO.DAYTONA, FL 32119

The undersigned incorporator has executed these Articles of Incorporation this 17TH day of DECEMBER, 2002



Signature - ERIC BENDAYAN, PRES.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

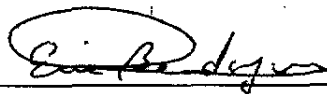
1. The name of the corporation is:
XS BODY JEWELRY, INC.
2. The name and address of the registered agent and office is:

ERIC BENDAYAN, PRES.
XS BODY JEWELRY, INC.
2036 BRIAN AVE.
SO.DAYTONA, FL 32119

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____



DATE: _____ DECEMBER 17, 2002 _____

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TALLAHASSEE, FLORIDA