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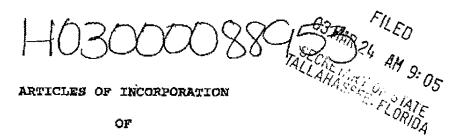
Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 : (305)634-3694 Fax Number : (305)633-9696

# FLORIDA PROFIT CORPORATION OR P.A.

jay goldsmith, inc.

Certificate of Status	0
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## JAY GOLDSMITH, INC.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

#### ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE JAY GOLDSMITH, INC.

#### ARTICLE II - COMMENCEMENT & DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

#### ARTICLE III - ADDRESS

THE MAILING ADDRESS OF THE CORPORATION IS 660 N. E. 78 ST. # 105, MIAMI, FL. 33138.

#### ARTICLE IV - STATED CAPITAL

THE CORPORATION IS AUTHORIZED TO ISSUE THE FOLLOWING CAPITAL

STOCK:

NO. SHARES CLASSIFICATION PAR VALUE
100,000 COMMON \$1.00

mental between the cover of branches

DOCUMENTS PREPARED BY FOY H.HAMMONS 2701 SQ. BAYSHORE DR., MIAMI, FLA. 33133 (305) 859-9914

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SUBJECT TO APPLICABLE FLORIDA STATUTES, EVERY SHAREHOLDER,

UPON THE SALE OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND,

CLASS OR SERIES AS HE OR SHE ALREADY HOLDS, SHALL HAVE THE RIGHT

TO PURCHASE HIS OR HER PRO-RATE SHARE THEREOF (AS NEARLY AS MAY BE

DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH

IT IS OFFERED BY OTHERS.

#### ARTICLE V - REGISTERED AGENT

THE NAME AND ADDRESS OF THE REGISTERED AGENT OF THE CORPORATION IS FOY H. HAMMONS, 2701 SO. BAYSHORE DRIVE SUITE 606, COCONUT GROVE, FLA. 33133.

#### ARTICLE VI - INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE CORPORATION IS JAY GOLDSMITH, 660 N. E. 78 ST. # 105, MIAMI, FL. 33138.

#### ARTICLE VII - BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME THEREAFTER IN ACCORDANCE WITH THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS JAY GOLDSMITH. 660 N. E. 78 STREET # 105, MIAMI, FL. 33138.

#### ARTICLE VIII - SHAREHOLDER PROPERTY

PRIVATE PROPERTY OF THE SHAREHOLDERS SHALL NOT BE SUBJECT TO

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THE PAYMENT OF THE CORPORATION'S DEBTS. THE CORPORATION SHALL HAVE
A FIRST LIEN ON THE SHARES OF ITS SHAREHOLDERS AND UPON THE
DIVIDENDS DUE THEM FOR ANY INDESTEDNESS OF THE SHAREHOLDERS TO THE
CORPORATION.

#### ARTICLE IX - AMENDMENTS TO ARTICLES

THE SHAREHOLDERS SHALL HAVE THE POWER TO AMEND OR REPEAL THESE ARTICLES OF INCORPORATION WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT FOR JAY GOLDSMITH, INC.

DATED THIS 23 DAY OF Man, 2003

REGISTER AGENT

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