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CERTIFIED COPY _____ CUS _____

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1.) Art + Styles Jewelers, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

ARTICLES OF INCORPORATION
OF
ART & STYLES JEWELERS, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

ART & STYLES JEWELERS, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

- A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the business of wholesale and retail sales of Jewelry, and not limited to designing, creating all kind of art of jewelry, also to engage in any and all kind of goods and merchandise more particularly in any and all world markets, both in the United States and throughout the world. Furthermore, to engage in the wholesale and retail business of all commercial and personal lines of goods, commodities, cellular telephones and their related accessories, and not limited to the sale of optical lenses, cosmetics, clothes, shoes, accessories, fantasy jewelry, leather articles, purses, handbags & wallets of any kind, computers, commodities, durable goods and any and all other goods and merchandise of any kind and nature including food of any kind and nature;
- 2.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 3.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate , deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;
- 4.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights,

easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

- 5.) And engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated;
- 6.) To act as a purchase agent, develop sales seminars, vending seminars, sales consulting, resale, retail and wholesale businesses, develop and coordinate trade shows and exhibitions act as a distributor and or fulfillment agent for all types of merchandise or products both durable and non-durable;
- 7.) And to engage in the any and all commercial or other lines of business or businesses as the corporation may deem advisable.

ARTICLE FOUR
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

WILLIAM RODRIGUEZ
608 NE 23RD AVENUE, # 01
POMPANO BEACH, FLORIDA 33062

The corporate address and/or corporate headquarters shall be located at:

608 NE 23RD AVENUE, # 01
POMPANO BEACH, FLORIDA 33062

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The name and address of the initial director of the corporation is:

WILLIAM RODRIGUEZ
608 NE 23RD AVENUE, # 01
POMPANO BEACH, FLORIDA 33062

ARTICLE SEVEN
INCORPORATORS

The initial incorporator is as follow:

WILLIAM RODRIGUEZ
608 NE 23RD AVENUE, # 01
POMPANO BEACH, FLORIDA 33062

ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 3rd day of October, Two thousand and three (2003).



WILLIAM RODRIGUEZ

STATE OF FLORIDA)
) s.s.
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take

acknowledgments in the State of Florida, County of Dade,
and City of Miami Beach, personally appeared :

WILLIAM RODRIGUEZ

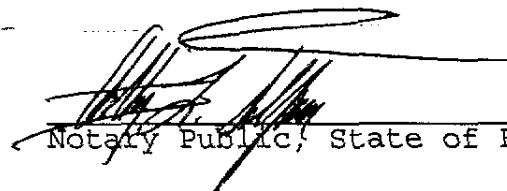
Known to me and by me to be the person who executed the
foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 3rd day of October, two thousand and three (2003).

My commission expires:



Anthony L. Trullenque
Commission # CC973237
Expires Nov. 21, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public, State of Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That ART & STYLES JEWELERS, INC.
is qualified to do business under the laws of the State of
Florida with its principal office at 608 NE 23RD AVENUE,
SUITE 01, City of POMPANO BEACH, State of FLORIDA, County of
Palm Beach, and has appointed WILLIAM RODRIGUEZ, as it's
agent to accept Service of Process within this State and
whose address is: 608 NE 23RD AVENUE, STE. 01, POMPANO BEACH,
FLORIDA 33181.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 
WILLIAM RODRIGUEZ
REGISTERED AGENT

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CLERK OF DISTRICT COURT
POMPANO BEACH, FLORIDA