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To:

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From:

Account Name : SCHNEIDER WEINBERGER LLP
Account Number : I20030000066
Phone : (561) 362-9595
Fax Number : (561) 362-9612

FLORIDA PROFIT CORPORATION OR P.A.

Spearhead Limited, Inc.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
SPEARHEAD LIMITED, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: SPEARHEAD LIMITED, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 21218 St. Andrews Blvd., #509, Boca Raton, Florida 33433.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares, \$.001 par value per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

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Schneider Weinberger LLP
2200 Corporate Blvd., N.W. Suite 210
Boca Raton, FL 33431

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

Michel Marengere
21218 St. Andrews Blvd., #509
Boca Raton, Florida 33433

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Steven I. Weinberger, 2200 Corporate Blvd., N.W., Suite 210, Boca Raton, Florida 33431.

ARTICLE IX
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE X
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 21st day of June 2004.



Steven I. Weinberger, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE FOR PROCESS**

SPEARHEAD LIMITED, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 21218 St. Andrews Blvd., #509, Boca Raton, Florida 33433, has named Schneider Weinberger LLP whose address is 2200 Corporate Blvd., N.W., Suite 210, Boca Raton, Florida 33431 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SCHNEIDER WEINBERGER LLP

By:


Steven I. Weinberger, Vice President

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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

miami beach coins and jewelry, inc.

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ARTICLES OF INCORPORATION
OF

MIAMI BEACH COINS AND JEWELRY, INC.

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MIAMI BEACH COINS AND JEWELRY, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

10750 NW 66 STREET, APT 101
DORAL, FL 33178

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(1)

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To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute § 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold vote use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

(2)

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute § 607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00 (one dollar).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the Initial Registered Agent of this corporation shall be:

**YEE LING NG,
10750 NW 66 STREET , APT 101
DORAL, FL 33178**

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person (s) and the name and address of the person (s) who are to serve as an initial director (s) is:

**NEWTON YEHUMENG NG
VICE PRESIDENT
10750 NW 66 STREET , APT 101
DORAL, FL 33178**

**YEE LING NG
PRESIDENT
10750 NW 66 STREET , APT 101
DORAL, FL 33178**

ARTICLE VIII

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

**YEE LING NG
10750 NW 66 STREET , APT 101
DORAL, FL 33178**

The undersigned has executed these Articles of Incorporation this 18 day of JUNE 2004.



(Incorporator)

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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.

First that MIAMI BEACH COINS AND JEWELRY, INC.

(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA with its principal

office, as indicate in the articles of incorporation has named YEE LING NG
(Name of Registered Agent)

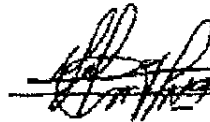
located at 10750 NW 66 ST, APT 101

City of MIAMI County of MIAMI-DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



(Registered Agent)

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JUL 21 2004
TALLAHASSEE, FLORIDA

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