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ACCOUNT NO. : 0721000003

REFERENCE : 606544 129765A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyzdek

ORDER DATE : May 30, 1995

ORDER TIME : 9:34 AM

ORDER NO. : 606544

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CUSTOMER NO: 129765A

CUSTOMER: Eric M. Glazer, Esq
ERIC M. GLAZER, ESQ

Suite 405
20801 Biscayne Boulevard
Aventura, FL 33180

RECEIVED

EFFECTIVE DATE

MAY 26 1995

DOMESTIC FILING

NAME: JR ENTERPRISES & JEWELERS,
INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXXXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
95 MAY 30 12:11:10
DIVISION OF CORPORATION

FILED
95 MAY 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 30 1995

**ARTICLES OF INCORPORATION
OF
JR ENTERPRISES & JEWELERS, INC.**

FILED
95 MAY 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE

ARTICLE I. NAME

MAY 26 1995

The name of the corporation shall be **JR ENTERPRISES & JEWELERS, INC.**

ARTICLE II. PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be 36 N.E. 1st Street, Suite 919, Miami, Florida 33132. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the corporation shall include any or all lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporations may also increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1). Further, the corporation may make and enter into all contracts necessary and proper for the conduct of its business.

ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred (100) shares of Five (\$5.00) Dollars par value. Initially, same shall be distributed 60% to MARAT YAROSHEVSKY, 20% to BORIS OSTRAKH and 20% to ALEKSEY KOTLYAR.

ARTICLE V. EXISTENCE.

The corporation shall have perpetual existence.

ARTICLE VI. BEGINNING DATE

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent and street address are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
ERIC M. GLAZER, ESQ.	20801 BISCAYNE BLVD. SUITE 405 AVENTURA, FLORIDA 33180

ARTICLE VIII. INCORPORATOR AND STREET ADDRESSES

The name and street address of each of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
ALEKSEV KOTLYAR	20441 N.E. 30TH AVENUE APT. 310 AVENTURA, FLORIDA 33180
MARAT YAROSHEVSKY	20441 N.E. 30TH AVENUE APT. 310 AVENTURA, FLORIDA 33180

ARTICLE IX. INITIAL BOARD OF DIRECTORS AND STREET ADDRESSES

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows: There shall at no time be less than (1) director.

<u>NAME</u>	<u>STREET ADDRESS</u>
ALEKSEV KOTLYAR	20441 N.E. 30TH AVENUE APT. 310 AVENTURA, FLORIDA 33180
MARAT YAROSHEVSKY	20441 N.E. 30TH AVENUE APT. 310 AVENTURA, FLORIDA 33180

THE UNDERSIGNED INCORPORATORS have executed these Articles of Incorporation this 26th day of May, 1995.

x Alex Kotlyar
Signature of Incorporator - ALEKSEV KOTLYAR

x Marat Yaroshevsky
Signature of Incorporator - MARAT YAROSHEVSKY

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, ALEKSEV KOTLYAR who produced a Florida Drivers License as identification, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this ____ day of May, 1995.

My Commission Expires:


NOTARY PUBLIC, State of Florida



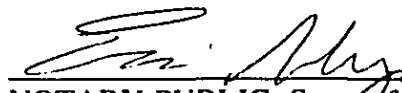
OFFICIAL SEAL
ERIC GLAZER
My Commission Expires
Dec. 15, 1996
Comm. No. CC 246146

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, MARAT YAROSHEVSKY who produced a ~~Florida Drivers License~~ ^{Russian passport} as identification, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this ____ day of May, 1995.

My Commission Expires:


NOTARY PUBLIC, State of Florida



OFFICIAL SEAL
ERIC GLAZER
My Commission Expires
Dec. 15, 1996
Comm. No. CC 246146

**CERTIFICATE OF DESIGNATING OF
REGISTERED AGENT/ REGISTERED OFFICE OF
JR ENTERPRISES & JEWELERS, INC.**

Pursuant to the provisions of Section 607.0501 or 617.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is **JR ENTERPRISES & JEWELERS, INC.**

2. That **JR ENTERPRISES & JEWELERS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at North Miami Beach, County of Dade, State of Florida, has named **ERIC M. GLAZER, ESQ.**, 20801 Biscayne Blvd., Suite 405, Aventura, Florida 33180, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Dated this 26th day of May, 1995.

By: 

ERIC M. GLAZER, ESQ.

95 MAY 30 AM 11:34
FILED
TALLAHASSEE
SECRETARY OF STATE