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7/12/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS MIAMI
4437 SHERIDAN AVE

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI BEACH FL 33140-0000

CONTACT: JOSEPH MATA

PHONE: (305) 538-9091

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: BBS JEWELRY INC.

FAX AUDIT NUMBER: H9500007719

DATE REQUESTED: 07/12/1995.

CERTIFIED COPIES: 0

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED

TIME REQUESTED: 12:33:28

CERTIFICATE OF STATUS: 1

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 075114001215

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1995

CORPORATE CREATIONS MIAMI

MIAMI BEACH,

SUBJECT: BBS JEWELRY INC.
REF: W95000014852

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document must state the number of shares of authorized stock.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

FAX Attn. #: H95000007719
Letter Number: 625A00035149

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95000007719

**Articles of Incorporation
of
BBS Jewelry Inc.**

Article I. Name

The name of this Florida corporation is:

BBS Jewelry Inc.

Article II. Address

The mailing address of the Corporation is:

**BBS Jewelry Inc.
18151 NE 31st Court, #209
North Miami Beach, FL 33160**

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TALLAHASSEE FLORIDA

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

**Shelly Feldman
18151 NE 31st Court, #209
North Miami Beach, FL 33160**

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

**Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0888**

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Shelly Feldman

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of

The authorized representative of the incorporator executed these Articles of Incorporation on July 24, 1995

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

Corporate Creations International Inc.
4437 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0688

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CHIEF FEDERAL LEGAL

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

CORPORATION:
BBS Jewelry Inc.

REGISTERED AGENT:
Shelly Feldman
18151 NE 31st Court, #200
North Miami Beach, FL 33160

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Shelly Feldman

Date: July 12, 1995

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Corporate Creations International Inc.
4457 Sheridan Avenue
Miami Beach, FL 33140
(305) 672-0888

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