

Pg 500007175/

September 13, 1995

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

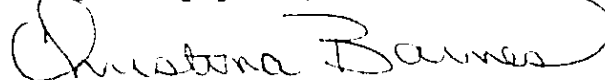
Re: Incorporation of Popper's Bagel and Deli, Inc.

Dear Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Elite Exotic Body Jewelry, Inc.. Please certify and return to me the duplicate set of the Articles of Incorporation. Also enclosed is a check in the amount of \$70.00 for filing.

Thank you for your attention to this matter, and I remain,

Very truly yours,



Christina L. Barnes
Secretary to Steven Herman

/clb

Enc: Articles of Incorporation (original and 1 copy)
Check

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*****70.00 *****70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ELITE EXOTIC BODY JEWELRY, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, and qualified to act as incorporators under the Florida General Corporation Act, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

ELITE EXOTIC BODY JEWELRY, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

- (a) Production of exotic jewelry.
- (b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
- (c) To carry on any other business, whether selling, manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida, provided, however, that the corporation is not being formed for any purpose which requires compliance with statutory provisions not a part of the Act which govern the formation of corporations and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida by any office or commission other than the Office of the Secretary of State.

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TALLAHASSEE, FLORIDA

Articles of Incorporation for Elite Exotic Body Jewelry, Inc.
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(d) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the Capital Stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(i) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To engage in any and all lawful businesses, trades, occupations and professions.

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

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(1) But if this corporation shall undertake to do any of the things hereinbefore set forth in any state other than Florida, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions, and each of them, this corporation shall be deemed to have such powers only insofar as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

7,500 shares of Capital Stock with a par value of \$1.00 per share.

Authorized Capital Stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PREEMPTION RIGHTS

The holders of shares of the corporation of any class, in the event of the proposed issuance of the corporation of shares of stock of the same class, at any time after completion of its original issuance of shares, or in the event of the grant by the

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FLORIDA

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corporation of any options or rights to purchase shares of the same class, or in the event of the proposed issuance by the corporation of any securities convertible into or carrying an option to purchase shares of the same class, shall have the right to acquire such securities, as nearly as practicable, in proportion to their holding of shares of such class. Issuances giving rise to such preemptive rights shall include any issuance of authorized, but unissued shares, as well as the issuance of any treasury shares held by the corporation. The price offered to each holder by reason of his preemptive rights shall be no less favorable than the price at which the shares are to be offered to others. Shares which have been offered to shareholders to satisfy their preemptive rights, but which are not purchased by them within thirty (30) days after receipt of a notice from the corporation stating the price, terms and conditions upon which the shareholders may exercise their preemptive rights, may be thereafter issued or sold to any other person or persons at a price not less than the price at which they were offered to the shareholders.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - REGISTERED OFFICE & REGISTERED AGENT

The Initial Registered Office of this corporation is:

1743 Partridge Blvd.
Crystal Springs, FL 33524-0760

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TALLAHASSEE, FLORIDA

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The mailing address of this corporation is:

P.O. Box 760
Crystal Springs, FL 33524-0760

The initial Registered Agent of the corporation is:

Edward W. Fenster, Jr.
1743 Partridge Blvd.
Crystal Springs, FL 33524-0760

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have the number of directors as shown below in Article VIII, initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Edward W. Fenster, Jr.
1743 Partridge Blvd.
Crystal Springs, FL 33524

Sara R. Fenster
1743 Partridge Blvd.
Crystal Springs, FL 33524

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TALLAHASSEE, FLORIDA

ARTICLE IX - INCORPORATORS

The name and street address of each Incorporator of these

Articles of Incorporation for Elite Exotic Body Jewelry, Inc.
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Articles of Incorporation are as follows:

Edward W. Fenster, Jr.
1743 Partridge Blvd.
Crystal Springs, FL 33524

Sara R. Fenster
1743 Partridge Blvd.
Crystal Springs, FL 33524

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ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt of the Secretary of State's Office, but no sooner than September 12, 1995, whichever is later.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - PROFIT

The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

ARTICLE XIV - BYLAWS

The powers to adopt, alter, amend or repeal bylaws shall be

Articles of Incorporation for Elite Exotic Body Jewelry, Inc.
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vested in the Board of Directors and shareholders.

ARTICLE XV - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under this code.

IN WITNESS WHEREOF, we have hereunto set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida on the date below written.

Date: September 12, 1995.


EDWARD W. FENSTER, JR.


SARA R. FENSTER

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TALLAHASSEE, FLORIDA

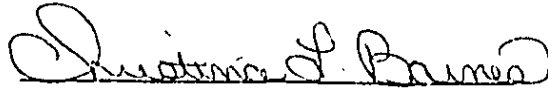
STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, personally appeared the above-named persons, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

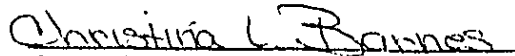
Witness my hand and official seal in the county and state named above on the date show below.

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Date: September 12, 1995.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE




NOTARY NAME PRINTED
MY COMMISSION EXPIRES:



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

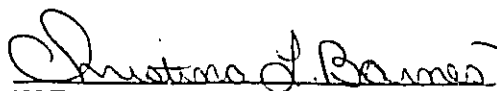
The undersigned having been designated as Registered Agent of Elite Exotic Body Jewelry, Inc., with the registered office at 1743 Partridge Blvd., Crystal Springs, FL 33524-0760, hereby consents to and accepts said designation and acknowledges that the undersigned is familiar with and accepts the obligation provided for in Section 607.325 of the Florida Statutes.


EDWARD W. FENSTER, JR.


STATE OF FLORIDA
COUNTY OF PASCO

Before me, the undersigned authority, this day personally appeared Edward W. Fenster, Jr., to me well known to be the person described in and who executed the foregoing Acceptance of Registered Agent, and did freely and voluntarily acknowledge before me according to law, that Edward W. Fenster, Jr. made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Zephyrhills, Florida, on this 13th day of September, 1995.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


NOTARY NAME PRINTED

MY COMMISSION EXPIRES
 CHRISTINA L. BARNES
MY COMMISSION # CC 465431
EXPIRES: May 18, 1999
Bonded Thru Notary Public Underwriters