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PANDA GOLD JEWELRY, INC.
PEMBROKE LAKES MALL, #270
11401 PINES BLVD
PEMBROKE PINES, FL 33026

SEPTEMBER 14, 1995

SEP 19 11 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

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-09/18/95--01046--010
****122.50 ****122.50

Dear sir or madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fee, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Gimmon Oll
G1 Moon OH
Panda Gold Jewelry, Inc.
President

9/20/95
TB

ARTICLES OF INCORPORATION
OF
PANDA GOLD JEWELRY, INC.

FILED
55 SEP 13 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is PANDA GOLD JEWELRY, INC.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III
DURATION

This corporation shall exist perpetually unless dissolved according to Florida laws.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue five thousand shares (5,000) of one dollar (\$1.00) par value Common Stock which shall be designated "Common Shares".

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By Laws, but never be less than one (1). The name and address of the initial director is:

NAME	ADDRESS
GI MOON OH	11401-270 PINES BLVD PEMBROKE PINES, FL 33026

ARTICLE VII

INCORPORATORS

The name and address of person signing these Articles is:

NAME	ADDRESS
GI MOON OH	11401-270 PINES BLVD PEMBROKE PINES, FL 33026

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The name and address of the initial registered and principal office of this corporation is:

NAME
GI MOON OH

ADDRESS
11401-270 PINES BLVD
PEMBROKE PINES, FL 33026

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of September, 1995.


Subscriber: GI MOON OH

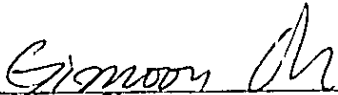
CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

OF

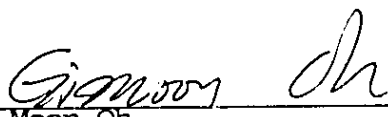
PANDA GOLD JEWELRY, INC.

Pursuant to Florida Statute Sections 48.091 and 607.0340, the following is submitted.

The above corporation, desiring to organize under the laws of State of Florida which its registered office as indicated in the Articles of Incorporation has named Gi Moon Oh, located at 11401-270 Pines Blvd, City of Pembroke Pines, State of Florida, as its agent to accept service of process within Florida.


Gi Moon Oh
President

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 I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Gi Moon Oh
Registered Agent