

P96000003199

LEE C. SUMMERS, P.A.
ATTORNEY AND COUNSELOR AT LAW

LEE C. SUMMERS

OF COUNSEL:
ANGELA L. SUMMERS*

2300 GLADES ROAD
SUITE 460 WEST
BOCA RATON, FLORIDA 33431

* NOT ADMITTED IN FLORIDA

TELEPHONE:
(561) 368-7227
FAX:
(561) 368-5415
FILED
97 NOV 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Return to
F14 RSTAD
November 3, 1997

Restated
Articles

Attorney's Title Insurance Fund
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301
Attn: Barbara

Re: Restated Articles of Incorporation for
Michael's International Treasure
Jewelry, Inc.

Dear Barbara:

Enclosed please find a check to ATIF for filing fee and a check to the Secretary
of State for same. Please return an original stamped copy to me.

If you should have any questions, please contact me.

Very truly yours,
LEE C. SUMMERS, P.A.

Jennifer M. Pepperine, CLA
Certified Legal Assistant

RECEIVED
97 NOV -4 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JP/jmp
Enclosures

Name	
Availability	11
Box	100K
Ex	100K
Up	100K
Up	100K
Ver	100K

200002338282--1
-11/05/97--01001-011
*****35.00 *****35.00

*00789, 00615, 00347, 00544,
00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1997

Barbara
Attorney's Title Insurance Fund
660 E. Jefferson St., Ste 200
Tallahassee, FL 32301

SUBJECT: MICHAEL'S INTERNATIONAL TREASURE JEWELRY, INC.
Ref. Number: P96000003199

We have received your document for MICHAEL'S INTERNATIONAL TREASURE JEWELRY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 597A00053551

**RESTATED ARTICLES OF INCORPORATION
OF
MICHAEL'S INTERNATIONAL TREASURE JEWELRY, INC.**

FILED
97 NOV 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation on this date hereby restates its Articles of Incorporation by deleting therefrom Articles 1 through Article 11 and by substituting in there place Article 1 through Article 11 below.

Article 1 - Name

The name of the corporation is Michael's International Treasure Jewelry, Inc. (the "Corporation").

Article 2 - Purpose of Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article 3 - Principal Office

The principal office is located at 2300 Glades Road, Suite 450 W, Boca Raton, Florida 33431

Article 4 - Capital Stock

The Corporation is authorized to issue the following shares of capital stock: (a) 75,000,000 shares of common stock (par value \$.001 per share) (the "Common Stock"); (b) 1,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock"). The voting rights, the rights of redemption and other relative rights and preferences of the Preferred Stock shall be established by the Board of Directors.

The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration and cash, property and services as the Board of Directors may determine and as may be allowed by law. The just evaluation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

Article 5 - Registered Office and Agent

The name of the registered agent of the corporation and the street address of the registered office of this Corporation is Lee C. Summers, P.A., 2300 Glades Road, Suite 460W, Boca Raton, Florida 33431.

Article 6 - Powers

The Corporation shall have all the corporate powers enumerated under Florida law.

Article 7 - Direct or Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consents sufficient for such purpose without counting the vote or votes of such interested director or directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, committee or shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Article 8 - No anti takeover law governs

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

Article 9 - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

Article 10 - Term of Existence

This Corporation shall have perpetual existence.

Article 11 - Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, or to add any provisions to these Articles of Incorporation or any amendment thereto in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment thereto and granted subject to this reservation.

The foregoing restated Articles of Incorporation were approved by unanimous written consent of the Board of Directors on October 30, 1997, and by unanimous written consent of the stockholders at a special meeting of the stockholders held on October 30, 1997. The number of stockholder votes casted were sufficient for approval of the restated Articles of Incorporation.

The undersigned has executed these restated Articles of Incorporation this 30th day of Oct, 1997.

MICHAEL'S INTERNATIONAL TREASURE JEWELRY, INC.

By: Trudy Freeman, Pres.
Trudy Freeman, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Lee C. Summers, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statute.

LEE C. SUMMERS, P.A.

By: 

Lee C. Summers, President

FILED
97 NOV 10 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA