

996000042370

**CANTOR & MORANTE, P.A.**

SUNTRUST BUILDING • SUITE 800  
777 BRICKELL AVENUE  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 374 • 3000  
FACSIMILE (305) 371 • 4804

NAPLES OFFICE  
SUITE 200  
800 LAUREL OAK DRIVE  
NAPLES, FLORIDA 33963  
TELEPHONE (941) 598 • 1007  
FACSIMILE (941) 506 • 3903

REPLY TO MIAMI OFFICE

May 9, 1996

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

*Jewelry*

Re: Incorporation of Denimite, Inc.

800001819108  
-05/13796--01076--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed for filing please find:

- Original and copy of the Articles of Incorporation of the above-referenced corporation;
- A check in the sum of \$122.50, payable to the Florida Department of State, representing the following:

Filing Fee	35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
<b>Total</b>	<b>\$122.50</b>

FILED  
MAY 10 PM 1:32  
TALLAHASSEE, FLORIDA

Please certify and return to the undersigned in the enclosed stamped, self-addressed envelope the enclosed copy of the Articles of Incorporation. Should you have any questions, please do not hesitate to call.

Very truly yours,

*Thomas F. Morante*  
Thomas F. Morante

*5/17/96*  
*TB*

*Thomas J* GAVE  
AUTHORIZATION BY PHONE TO

TFM/mas  
Enclosures  
CORRECT DATE *5-17-96*  
CORP Name  
S. EXAM *TB*

*W502 W96-10502*

**ARTICLES OF INCORPORATION**

**OF**

**DENIMITE JEWELRY, INC.**

FILED  
MAY 10 PM 1:32  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

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

**ARTICLE I  
NAME**

The name of the corporation is Denimite, (hereinafter called the "Corporation").  
V JEWELRY, INC.

**ARTICLE II  
PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<b>NUMBER OF SHARES _AUTHORIZED_</b>	<b>PAR VALUE PER SHARE</b>	<b>CLASS OF _STOCK.</b>
1,000	\$1.00	Common

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, County of Dade, and the name of its registered agent at such address is Thomas F. Morante.

**ARTICLE V  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Denimite, Inc.  
169 E. Flagler Street  
Suite 922  
Miami, Florida 33131

**ARTICLE VI  
DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

1. **John Verdellis**  
169 E. Flagler Street, Ste. 922  
Miami, FL 33131
2. **Derek Parsons**  
169 E. Flagler Street, Ste. 922  
Miami, FL 33131
3. **Jacki Eliani**  
20185 E. Country Club Drive, Apt. 1501  
No. Miami Beach, FL 33180
4. **David Haim**  
412 Poinciana Drive  
Hallandale, FL 33009

ARTICLE VII  
INCORPORATOR

The name of the Incorporator is Thomas F. Morante and the address of the Incorporator is 777 Brickell Avenue, Suite 500, SunTrust Building, Miami, Florida 33131.

ARTICLE VIII  
INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9<sup>th</sup> day of May, 1996.

Thomas F. Morante  
Thomas F. Morante, Incorporator

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Thomas F. Morante, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 9<sup>th</sup> day of May, 1996.

Mary Schaeffer  
Notary Public

My Commission Expires:



MARY SCHAEFFER  
My Commission CC923126  
Expires Jan. 29, 2000

**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Thomas F. Morante, located at 777 Brickell Avenue, Suite 500, SunTrust Building, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Thomas F. Morante hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all Florida statutes relative to the proper and complete discharge of his duties.

Dated this 9<sup>th</sup> day of May, 1996.

**REGISTERED AGENT:**

By: Thomas F. Morante  
Thomas F. Morante

FILED  
MAY 19 PM 1:22  
CLERK OF CIRCUIT COURT  
MIAMI, FLORIDA