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ATTORNEY AT LAW
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FILED

96 JUL 15 PM 12:43

SECRET
TALLAHASSEE, FLORIDA

July 8, 1996

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

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

Dear Sirs:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for INT FRANCHISE, INC. along with my check for \$70.00 to cover the cost of filing same. Please return a filed stamped copy to me in the enclosed stamped self-addressed envelope.

Thank you for your assistance in this matter.

Yours truly,

Robert C. Clark
Robert C. Clark, Esq.

RCC:clm
Enclosure

7-17-96

ARTICLES OF INCORPORATION
FOR
INT FRANCHISE, INC.
ARTICLE I

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation shall be INT FRANCHISE, INC. hereinafter referred to as the "Corporation".

ARTICLE II

The general nature of the business and objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, vis:

(a) To engage in the business of organizing, setting up and marketing primarily wholesale and retail jewelry franchises, and to receive and deposit income, profits and other monies therefrom both within and without the State of Florida. As part of the aforesaid aspects of the Corporation's business to deal in, handle and store jewelry and associated items as well as sundry disposables connected with the jewelry business. To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise of every class, kind and description, necessary to the accomplishment of the above-stated business objectives, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, mutual fire insurance association cooperative, state fair or exposition.

(b) To have one or more office, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any

of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or object of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

This Corporation shall be entitled to all rights, powers and provisions of the laws of the State of Florida affecting corporations as such laws may now exist or as such laws may hereinafter be enacted.

ARTICLE III CAPITAL STOCK

The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, having par value of One Dollar (\$1.00) each.

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Stockholders.

Additional shares of stock without par value may be authorized from time to time by the Corporation, and said shares of stock may be issued for such consideration as shall be set by the Stockholders.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal place of business of said corporation is to be located at 6690 58th Avenue, Vero Beach, Florida, 32967 with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ROBERT C. CLARK, Esquire is hereby designated as Resident Agent of this Corporation, whose address is 1936 14th Avenue, Vero Beach, Florida, 32960.

ARTICLE VII

NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBERS

PAULINE ADAMS	6690 58th Avenue Vero Beach FL 32967
BENJAMIN ADAMS	6690 58th Avenue Vero Beach FL 32967

ARTICLE VIII

NUMBER OF DIRECTORS

The number of the Corporation's directors shall be two but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE IX

NAME AND POST OFFICE ADDRESS OF DIRECTORS

PAULINE ADAMS	6690 58th Avenue Vero Beach FL 32967
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BENJAMIN ADAMS

6690 58th Avenue
Vero Beach FL 32967

The names and post office addresses of the first Board of Directors and Officers of the Corporation, who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

NAME	OFFICE	ADDRESS
PAULINE ADAMS	President/ Treasurer	6690 58th Avenue Vero Beach FL 32967
BENJAMIN ADAMS	Vice President/ Secretary	6690 58th Avenue Vero Beach FL 32967

ARTICLE X


The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors, which number may not be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors, through death, resignation, disqualification or other causes, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of Directors then in office.

The Corporation may, at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions either by cash, for the securities of any other corporation or corporations or for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of the majority of the stock of each class issued and outstanding, given at a stockholders meeting duly

called for that purposes, or when authorized by the written consent of the holders of record of a majority of the stock of each class issued and outstanding.

IT WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Vero Beach, Indian River County, Florida, for the uses and purposes aforesaid on this 3rd day of July, 1996.

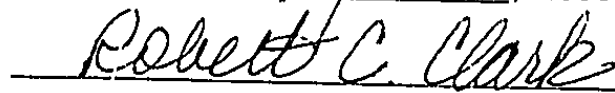

PAULINE ADAMS

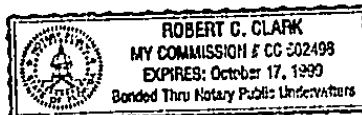

BENJAMIN ADAMS

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

PERSONALLY APPEARED before me, the undersigned authority, PAULINE ADAMS and BENJAMIN ADAMS who are to me well known and known to me by the persons described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

Witness my hand and official seal at Vero Beach, Indian River County, Florida this 3rd day of July, 1996.


Notary Public - ROBERT C. CLARK



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST ---- THAT INT FRANCHISE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF VERO BEACH, STATE OF FLORIDA HAS NAMED ROBERT C. CLARK LOCATED AT 1936 14TH AVENUE, VERO BEACH, FLORIDA, 32960 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

James L. Adams

TITLE

President

DATE

7-3-96

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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Robert C. Clark

DATE

July 3, 1996