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ARI JEWELRY, INC.
1 N.E. 1ST STREET, # B-8
MIAMI, FL 33132

TEL (305) 375-0498

OCTOBER 7, 1996

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

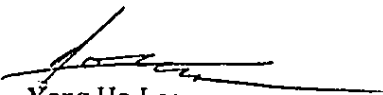
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****122.50 ****122.50

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,


Yong Ho Lee
Ari Jewelry, Inc.
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ARI JEWELRY, INC.**

ARTICLE I

CORPORATE NAME

The name of this corporation is ARI 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 prorated share (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
YONG HO LEE	1 N.E. 1 ST STREET, #B-8 MIAMI, FL 33132

ARTICLE VII

INCORPORATORS

The name and address of person signing these Articles is:

NAME	ADDRESS
YONG HO LEE	1 N.E. 1 ST STREET, #B-8 MIAMI, FL 33132

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:

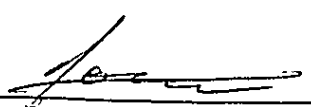
NAME

ADDRESS

YONG HO LEE

1 N.E. 1ST STREET, #B-8
MIAMI, FL 33132

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 20th day of October, 1996



Subscriber: YONG HO LEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

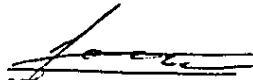
**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

OF

ARI JEWELRY, INC.

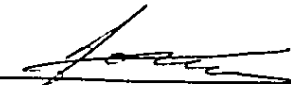
Pursuant to Florida Statute Sections 48.091 and 607.034, the following is submitted

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 Yong Ho Lee, located at 1 N.E. 1st Street, # B-8, City of Miami, State of Florida, as its agent to accept service of process within Florida.



Yong Ho Lee
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.



Yong Ho Lee
Registered Agent