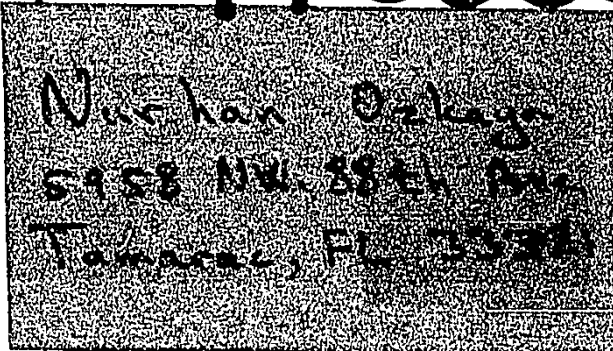


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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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1/30/97

CERTIFICATE OF ARTICLES OF INCORPORATION

OZKAYA, INC.

I, the undersigned, hereby associates myself together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the state providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

Article I

The name of the corporation shall be;
OZKAYA, INC.

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Article II

This corporation may engage in the activity of jewelry sales or in any activity permitted under the laws of the United States and of this state.

Article III

The amount of the authorized capital stock of this corporation shall be 1,000 shares of One no/100 (1.00) dollar par value common stock which shall be designated as "common shares".

Article IV

The amount of capital with which the corporation will begin business shall not be less than \$1,000.

Article V

The term for which this corporation shall exist is perpetual unless dissolved by law.

Article VI

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one.

Article VII

The place of business as well as the principal office of this corporation shall be 5958 N W 88th Avenue, Tamarac, Fl 33321 and may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said business.

Article VIII

The street address of the initial registered office of the corporation shall be 5958 N W 88th Avenue, Tamarac, Fl 33321 and the name of the initial registered agent of the corporation shall be Nurhan Ozkaya.

Article IX

The name of the first board of directors, who, subject to the provisions of these articles, for the first year of the corporation's existence or until their successors are fully elected.

Elected and qualified are:

Nurhan Ozkaya
5958 N W 88th Avenue
Tamarac, Fl 33321

Article X

The annual meeting of the stockholders of this corporation shall be fixed by the by-laws.

Article XI

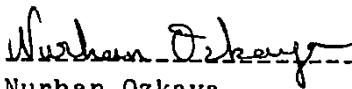
The names and places of residence of the incorporator of this corporation and the amount of shares of stock subscribed for by each are as follows:

Name and Address	Number of Shares	Amount
Nurhan Ozkaya 5958 N W 88th Avenue Tamarac, Fl 33321	1000	\$ 1000.00

Article XII

The corporation may not issue any shares of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same services as those for which the corporation is incorporated. No shareholder of the corporation may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of the corporation. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his shares of capital stock of the corporation.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation. IN WITNESS WHEREOF, the undersigned has subscribed his hand and seal this 21 day of November 1996



Nurhan Ozkaya

Incorporator and Registered
Agent

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