

P970000012165

YUEH-MEI KIM NUTTER, P.A.

ATTORNEYS AT LAW
240 WEST PALMETTO PARK ROAD
SUITE 210
BOCA RATON, FLORIDA 33432
(407) 395-8000

January 29, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF CORPORATIONS
91 FEB -3 PM 12:28

RE: SOUTH BEACH SILVER, INC. - Incorporation
Name reservation for International Jewelry Exchange,
South Beach

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$70.00. Please return a copy of the stamped articles of incorporation in the enclosed franked envelope.

Also enclosed is an Application For Reservation of Corporate Name and a check in the amount of \$35.00.

As always if you have any questions, please do not hesitate to contact me.

Sincerely,


YUEH-MEI KIM NUTTER

700002084227--7
-02/11/97--01152--003
****105.00 ****105.00

YKN:jd
Enclosure
cc: Elize Bernaz

CF \$ 70.00
NRes. 35.00

\$ 105.00

**ARTICLES OF INCORPORATION
OF
SOUTH BEACH SILVER, INC.**

[ONE CLASS OF STOCK]

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

The name of the corporation shall be SOUTH BEACH SILVER, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 5000 shares. All such shares shall be of a single class, designated as common with a par value of \$1.00.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

The corporation elects to have preemptive rights.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 12:29

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

ELIZE BERNAZ, 610 S. Park Road, #1-22, Hollywood, FL 33021

ARTICLE X

The initial registered agent of the corporation is YUEH-MEI KIM NUTTER. The street address of the corporation's initial registered office is 210 W. Palmetto Park Road, Suite 210, Boca Raton, FL 33432.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 610 S. Park Road, #1-22, Hollywood, Fl 33021.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is ELIZE BERNAZ, 610 S. Park Road, #1-22, Hollywood, Fl 33021.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of January, 1997. By my signature below I accept designation as registered agent.

Bernaz
ELIZE BERNAZ, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 12:29