

9970000-19811

**RICHARD J. FEINBERG**  
**ATTORNEY AT LAW**

February 25, 1997

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

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-02/26/97--01098--016  
\*\*\*122.50 \*\*\*122.50

RE: Unique Gems U.S.A., Inc.

Dear Sirs:

We have reserved the aforementioned name and forwarded our firm's check in the amount of \$35.00 via U. S. mail yesterday for said purpose. Enclosed please find the original articles of incorporation for the aforementioned company along with my firm's check in the amount of \$122.50 to cover the Secretary of State's corporate filing fee.

Please forward a certified copy of the articles of incorporation to me in the stamped, addressed envelope provided at your earliest possible convenience.

I would appreciate your expediting this matter as much as possible.

Sincerely,

  
Richard J. Feinberg

RJF/dlf

Enclosure

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
UNIQUE GEMS, U.S.A., INC.**

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DIVISION OF CORPORATIONS  
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**ARTICLE I  
NAME**

The name of this corporation is UNIQUE GEMS, U.S.A., INC.

**ARTICLE II  
DURATION**

This corporation has perpetual existence unless otherwise specified in the Articles of Incorporation.

**ARTICLE III  
CORPORATE PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida, and more specifically the business of jewelry assembly; retail jewelry sales; recruiting; multi-level marketing of jewelry.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue Three Hundred (300) shares of common stock, with a par value of One Dollar (\$1.00) per share

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1515 N. W. 167 Street, Suite 303, Miami, Florida 33169, and the name of the initial Registered Agent of this corporation is WAYNE SCHRAIBMAN, 1515 N. W. 167 Street, Suite 303, Miami, Florida 33169.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

ROBERT SAMAREL, 1515 N. W. 167 Street, Suite 303, Miami, Florida 33169  
WAYNE SCHRAIBMAN, 1515 N. W. 167 Street, Suite 303, Miami, Florida 33169  
ALDO BUTERA, 1515 N. W. 167th Street, Suit 303, Miami, Florida 33169

ARTICLE VII  
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII  
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set next to their names:

WAYNE SCHRAIBMAN    100 shares

WAYNE SCHRAIBMAN    200 shares

Shares held by the initial Shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the Shareholders and this corporation.

ARTICLE IX  
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X  
CALLING FOR SPECIAL MEETINGS

Special meetings of the Shareholders may be called by not less than one tenth (1/10) of the shares entitled to vote.

ARTICLE XI  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholder of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII  
RIGHT OF SHAREHOLDERS TO DISSENT

The Shareholders of this corporation shall have the right to dissent from any corporate actions from which Shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the Shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than two thousand (2,000) Shareholders.

ARTICLE XIII  
INITIAL PRINCIPAL CORPORATE OFFICE AND ADDRESS

The initial corporation's principal office shall be located at 1515 N. W. 167 Street, Suite 303, Miami, Florida 33169, and the initial mailing address of the corporation shall be 1515 N. W. 167 Street, Suite 303, Miami, Florida 33169.

ARTICLE XIV  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.


ARTICLE XV  
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XVI  
INCORPORATORS

The initial subscribers to this corporation are ROBERT SAMAREL and WAYNE SCHRAIBMAN. WAYNE SCHRAIBMAN shall serve as the corporation's President, Vice-President, Secretary, and Treasurer.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the 24 day of February 1997.

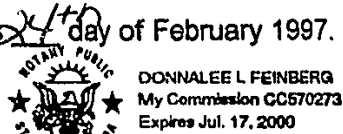
  
ROBERT SAMAREL

  
WAYNE SCHRAIBMAN

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF BROWARD                )

BEFORE ME, the undersigned authority, authorized to take acknowledgments, personally appeared, ROBERT SAMAREL, WAYNE SCHRAIBMAN, to me well known, and acknowledged before me that they executed the foregoing as his own individual act and deed.

SWORN TO AND SUBSCRIBED before me this 24<sup>th</sup> day of February 1997.



NOTARY PUBLIC

DonnaLee L. Feinberg  
PRINTED NAME

ACCEPTANCE BY REGISTERED AGENT

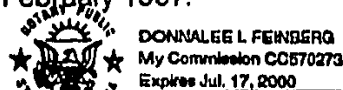
Having been named to accept service of process for UNIQUE GEMS, U.S.A., INC., a Florida corporation, located at 1515 N. W. 167 Street, Suite 303, Miami, Florida 33169, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office for service of process.

Wayne Schraibman  
WAYNE SCHRAIBMAN

STATE OF FLORIDA                     )  
  ) SS  
COUNTY OF BROWARD                )

BEFORE ME, the undersigned authority, personally appeared WAYNE SCHRAIBMAN, and known to me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this the 24<sup>th</sup> day of February 1997.



NOTARY PUBLIC


DonnaLee L. Feinberg  
PRINTED NAME

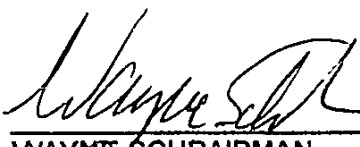
**AGREEMENT BETWEEN UNIQUE GEMS, U.S.A., INC., and  
WAYNE SCHRAIBMAN, PAIGE SCHRAIBMAN, and ERIC SHRAIBMAN**


~~WHEREAS~~ the parties hereto presently agree and acknowledge that WAYNE SCHRAIBMAN, PAIGE SCHRAIBMAN, and ERIC SCHRAIBMAN presently receive salary and/or compensation and/or commissions and/or revenues from UNIQUE GEMS INTERNATIONAL, INC. It is the parties' express acknowledgment and agreement that WAYNE SCHRAIBMAN, PAIGE SCHRAIBMAN, and ERIC SCHRAIBMAN shall tender all such salary, compensation, commissions, and/or revenues, commencing upon execution of the Articles of Incorporation and this Agreement, to UNIQUE GEMS, U.S.A., INC.

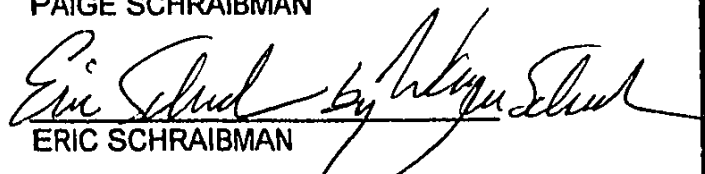
Upon UNIQUE GEMS, U.S.A., INC. having received the investment sum of \$50,000 from the aforementioned salaries, compensation, commissions, and/or revenues, the Corporation shall pay back said investment to WAYNE SCHRAIBMAN at a rate of at least \$10,000 per month, until the initial investment of \$50,000 is paid back in total.

If the Board of Directors of the Corporation determines, on a majority two-thirds basis, that cash flow of the Corporation is satisfactory and can withstand a greater than \$10,000 per month pay back of said investment, then the Board shall approve an amount in excess of \$10,000 and within the sound financial discretion of the Board.

  
\_\_\_\_\_  
WAYNE SCHRAIBMAN, President  
on behalf of UNIQUE GEMS, U.S.A., INC.

  
\_\_\_\_\_  
WAYNE SCHRAIBMAN

  
\_\_\_\_\_  
PAIGE SCHRAIBMAN

  
\_\_\_\_\_  
ERIC SCHRAIBMAN

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STREET  
NEW YORK  
N.Y. 10013