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AND WASHINGTON, D.C.

June 11, 1997

Department of State
P. O. Box 6327
Tallahassee, Florida 32314

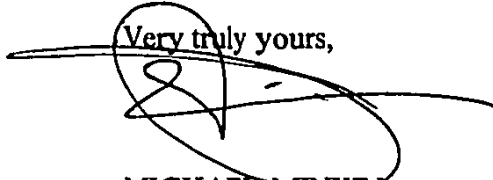
RE: **Antique Jewels by Paula, Inc.**
File No.: 400.0100

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-06/16/97--01138--002
*****70.00 *****70.00

Dear Sirs:

Enclosed please find an original and copy of the Articles of Incorporation of Antique Jewels by Paula, Inc. for filing with the State together with a check in the amount of \$70.00. Please file the Articles, and return a certified copy to me. Thank you for your courtesy and attention in this matter.

Very truly yours,



MICHAEL MINKIN

MM/mas
Enclosure

W97-14176

JUN 25 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 24 AM 9:01

FILED

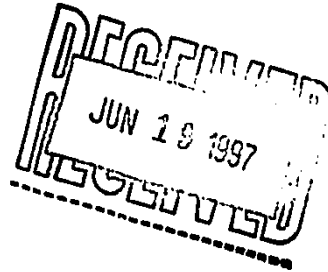


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

MICHAEL MINKIN
9350 SOUTH DIXIE HIGHWAY
PENTHOUSE I
MIAMI, FL 33156

SUBJECT: ANTIQUE JEWELS BY PAULA, INC.
Ref. Number: W97000014176



We have received your document for ANTIQUE JEWELS BY PAULA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 397A00032373

**ARTICLES OF INCORPORATION
OF
ANTIQUE JEWELS BY PAULA, INC.**

FILED
97 JUN 24 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.0202, Florida Statutes (1995), these Articles of Incorporation provide that:

1. The name of the corporation is Antique Jewels by Paula, Inc. (The "Corporation").
2. The principal office of the Corporation is 3610 N. 52nd Avenue, Hollywood, Florida 33021.
3. The aggregate number of shares which the Corporation is authorized to issue is 10,00 shares of Common Stock, par value \$.01 per share.
4. The street address of the initial registered office of this Corporation 3610 N. 52nd Avenue, Hollywood, Florida 33021, and the name of the initial registered agent of this Corporation at that address is Steven Schimmel.
5. The name and address of the person signing these Articles of Incorporation as incorporator is Michael Minkin at 9350 South Dixie Highway, Penthouse I, Miami, Florida 33156.
6. This Corporation will be a for profit business.
7. The Corporation shall have one director initially. The name and address of the initial director is Paula Schimmel, 3610 N. 52nd Avenue, Hollywood, Florida 33021.
8. The number of directors may be either increased or decreased from time to time as provided by the by-laws of the Corporation, but shall never be less than one.

Dated this 24 day of June, 1997.

By: _____


MICHAEL MINKIN

**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Antique Jewels by Paula, Inc. at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of §607.0505 of the Florida Statutes.

Dated this 18 day of May, 1997.


STEVEN SCHIMMEL

FILED
JUN 24 AM 9:01
SEC. OF STATE
TALLAHASSEE, FLORIDA