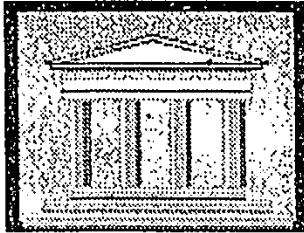


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Jack Malerba, EA, Inc.
8551 W. Sunrise Blvd., #102
Plantation, FL 33322-4007
954-424-0225 Fax 954-424-8003
taxman@mscfl.com

FILED
97 AUG 18 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enrolled to Practice before the Internal Revenue Service

August 11, 1997

Florida Department of State
Divisions of Corporations
P.O.B. 6327
Tallahassee, FL 32314

To whom it concerns:

I've enclosed the original and a copy of the Articles for Incorporation for Spectrum Group International, Inc. I've also enclosed a \$122.50 check payable to the Florida Department of State for filing fees.

Sincerely,

J. EA
Jack Malerba, EA, Inc.,
Incorporator

000002269950--8
-08/18/97--01112--016
****122.50 ****122.50

AL AUG 20 1997

	JACK MALERBA, EA, INC. 8551 W. SUNRISE BLVD., #102 FT. LAUDERDALE, FL 33322	SPECTRUM GROUP INT'L Aug. 15, 1997	0522
	Pay to the order of Florida Dept. of State \$ 122.50		
One hundred twenty-two and 50/100 Dollars			
GREAT WESTERN BANK A FEDERAL SAVINGS BANK 300 EAST DANIA BEACH BOULEVARD DANIA, FL 33004 1-800-222-2242			
Filing Fee			
⑆267091263⑆ 7298092970⑈		0522	

**ARTICLES OF INCORPORATION
FOR
SPECTRUM GROUP INTERNATIONAL, INC.**

FILED

97 AUG 18 AM 7:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a profit corporation.

Article I - Name and Principal Office

The name of the corporation is **SPECTRUM GROUP INTERNATIONAL, INC.** The corporation's principal place of business address and its mailing address is 18520 NW 67 Av., #184, Miami, FL 33015.

Article II - Duration

The duration of the corporation is perpetual.

Article III - Purpose

The corporation shall engage in any activity or business permitted under the laws of the United States and of the laws of Florida.

Article V - Shares

The corporation has the authority to issue an aggregate one thousand common shares of capital stock at .01 par value.

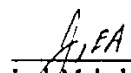
Article VI - Start of Business

The corporation will start once the corporation has issued at least one common share in exchange for one thousand dollars in cash, property, or services rendered.

Article VII - Registered Agent and Registered Office

The name of the corporation's first registered agent is Jack Malerba, EA, Inc. and its address is 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007.

As registered agent, Jack Malerba, EA, Inc., accepts service of process for the above corporation at the place designated in these articles of incorporation. Jack Malerba, EA, Inc., accepts this appointment and agree to act in this capacity. Jack Malerba, EA, Inc., further agree to comply with the provisions of all statutes relating to the proper and complete performance of its duties. Jack Malerba, EA, Inc., is familiar with and accepts the obligations of registered agent for this corporation.



Jack Malerba, EA, Inc.
Registered Agent

Article VIII - First Board of Directors

The name and address of the person who will service as director until the first annual directors and shareholders meeting, or until his successor is elected and qualified, is Pete Tyndale, 18520 NW 67 Av., #184, Miami, FL 33015.

Article IX - Powers of the Directors

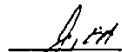
The Board of Directors shall make, alter, or repeal the Bylaws of the corporation without restrictions of their powers conferred by statute.

Article X - Directors' Liability

A director of the corporation shall not be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article XI - Name and Address of the Incorporator

Jack Malerba, EA, Inc., of 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007, is the incorporator for the corporation.



Jack Malerba, EA, Inc.,
Incorporator