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Please respond to:
 Hollywood Office (X)
 Miami Office ()

September 16, 1997

SECRET
 DIVISION OF CORPORATIONS
 TELEPHONE: 954-894-8000
 954-894-8015
 97 SEP 17 AM 9:29

VIA CERTIFIED MAIL

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

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 ****122.50 ****122.50

RE: Articles of Incorporation
 "Aventura Jewelry and Coin, Inc."

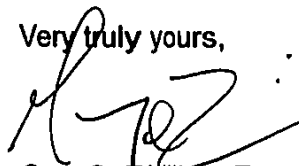
Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check in the amount of \$122.50, made payable to the Secretary of State. The payment is broken down as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$122.50

Kindly return the certified copy of the Articles to the attention of the undersigned in the self-addressed stamped envelope which is enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,


 Gary S. Phillips, Esq.

Encs.
 GSP:mf

Handwritten initials and date: GSP 9/18/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 9:29

ARTICLES OF INCORPORATION
OF
AVENTURA JEWELRY AND COIN, INC.

ARTICLE I
NAME

The name of this corporation shall be:

AVENTURA JEWELRY AND COIN, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 18861 Biscayne Boulevard, Booth #6, Aventura, Florida 33180.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Gary S. Phillips.

ARTICLE VIII
..... **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name of the Director is:

Michael Freiman

The address of the Director is as follows: 18861 Biscayne Boulevard, Booth #6, Aventura, Florida 33180.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Gary S. Phillips, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

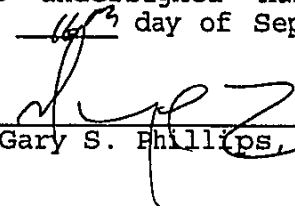
ARTICLE X
BYLAWS

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

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 16th day of September, 1997.



Gary S. Phillips, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 16th DAY OF September, 1997.

By: 
Gary S. Phillips

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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