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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: WHATS UP JEWELRY, INC.

AUDIT NUMBER.....H97000020742

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1997

FAS-T CORP AGENTS INC

SUBJECT: WHEATS UP JEWELRY, INC.
REF: W97000028165

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 6 states there will be 2 director(s), whereas 1 is/are listed.

IF you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000020742
Letter Number: 697A00059350

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ARTICLES OF INCORPORATION

WHATS UP JEWELRY, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is: Whats Up Jewelry, Inc.

ARTICLE II- DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III- PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

The corporation is authorized to issue five hundred(500) of one dollar(\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Eran Meltzer
2750 NE 180 St. Apt. 2301
North Miami Beach, FL 33160

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The corporation shall have 4 directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of the corporation is as follows:

Eran Meltzer
2750 NE 180 St. Apt. 2301
North Miami Beach, FL 33160

ARTICLE VII- STREET ADDRESS

The initial address of the principal office of the corporation shall be:
2750 NE 180 St. Apt. 2301
North Miami Beach, FL 33160

Prepared By: Moshe Levy
4861 North 37 St.
Hollywood, Fl 33021
(305) 682-1476

ARTICLE VIII- INCORPORATORS

The name and address(es) of the person(s) signing these Articles Of Incorporation are as follows:

Eran Meltzer
2750 NE 180 St. Apt. 2301
North Miami Beach, FL 33160

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17 day of Dec., 19 97.

Eran Meltzer
ERAN MELTZER

STATE OF FLORIDA

COUNTY OF

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Eran Meltzer

known to me and known to the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that executed these Articles of Incorporation.

IN WITNESS THEREOF, I have herunto affixed my hand and seal, in the State and County aforesaid, this 17 day of Dec., 19 97.

(Notary Seal)

(Notary Public, State of Florida at Large)
My commission expires:

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TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

WHATS UP JEWELRY, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

2750 NE 180 St. Apt. 2301
North Miami Beach, FL 33160

has named

Eran Meltzer

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Eran Meltzer
(Registered Agent)