



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 655981 7142419

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : \$ 70.00

ORDER DATE : January 2, 1998

ORDER TIME : 11:42 AM

ORDER NO. : 655981-015-005

CUSTOMER NO: 7142419

100002388581--6

CUSTOMER: Ms. H Hammer
MS. HARRIET HAMMER

10191 West Sample Road
Suite 218
Pompano Beach, FL 33065

DOMESTIC FILING

NAME: ~~CULTURE CLASSICS, INC.~~
Cultured Classics, Inc.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 12:13

Dmc
1-5-98

1/9/98
11:51 AM
JAN 19 1998
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 12:13

January 5, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CULTURED CLASSICS, INC.
Ref. Number: W98000000154

RESUBMIT

Please give original
submission date as file date.

We have received your document for CULTURED CLASSICS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 598A00000230

RECEIVED
98 JAN -9 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Classic Gems Inc.

Pearls for all seasons and reasons

January 6, 1998

Mr. Mark Donnelly
Corporate Agents, Inc.
1013 Centre Road
Wilmington, DE 39899

Dear Mark:

Please let this letter confirm that I, Harriet Hammer am currently the President of Classic Gems, Inc., a Florida Corporation, the owner of the registered trademark "Cultured Classics". I hereby authorize Corporate Agents to proceed to incorporate Cultured Classics Inc. as a Florida corporation of which I will be President, waving any conflicts. Further, please understand that we intend to sell and transfer the trademark to the new corporation. Any questions please don't hesitate to contact me.

Sincerely,


Harriet Hammer

H

Encl..

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

CULTURED CLASSICS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CULTURED CLASSICS, INC.

The address of the principal office of this corporation shall be 10191 West Sample Road, Suite 218, Pompano Beach, Florida 33065, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Harriet Hammer

10191 West Sample Road, Suite 218,
Pompano Beach, Florida 33065

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

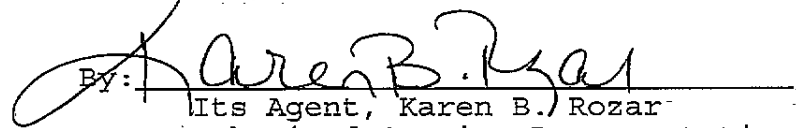
Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 2, 1998.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

CKS