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ACCOUNT NO. : 072100000032

REFERENCE : 720334 80385A

AUTHORIZATION : *Patricia Poyat*

COST LIMIT : \$ ~~100.00~~ 70.00

ORDER DATE : February 25, 1998

ORDER TIME : 4:45 PM

ORDER NO. : 720334-005

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CUSTOMER NO: 80385A

CUSTOMER: S. Keith Mckinney, Jr., Esq
BROIDA AND MCKINNEY, P.A.

605 75th Avenue
St. Pete Beach, FL 33706

DOMESTIC FILING

NAME: DAZZLING INTERNATIONAL, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9:54

2/26/98
RECEIVED
98 FEB 25 AM 9:46
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
DAZZLING INTERNATIONAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9:54

The undersigned, a natural person acting as incorporator of a professional corporation under the Florida General Corporation Act, and Florida Statutes, Chapter 621, adopts the following Articles of Incorporation for such professional corporation.

ARTICLE I: CORPORATE NAME

The name of this Corporation is DAZZLING INTERNATIONAL, INC., located at 640 South Washington Boulevard, Suite 175, Sarasota, FL 34236.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

ARTICLE III: CORPORATE PURPOSES AND POWERS

The purpose for which this Corporation is organized is to own and operate a wholesale and/or retail jewelry business, as well as to do everything necessary, proper, advisable or convenient for the accomplishment of said purpose, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida Corporation Laws or by any other laws, or by these Articles of Incorporation; and to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but not necessarily be limited to the following:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interests therein, wherever situated;

B. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes bonds, and other obligations, and secure any of its obligation by mortgage or pledge of all or any of its property, franchises, and income;

C. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

D. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

E. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

F. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

G. To purchase, subscribe for, or otherwise acquire interests or shares in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals as well as any direct or indirect obligations of the United States or any other government or instrumentality thereof;

H. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees and for any or all of the Directors, Officers and employees of its subsidiaries;

I. To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy;

J. To make donations for the public welfare or for charitable, scientific or educational purposes;

K. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes;

L. To purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares;

M. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

N. To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

O. To have a corporate seal and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced; and

P. To engage in any activity or business permitted under the laws of the United States and of the State of Florida. None of the objects, purposes and powers hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes and powers set forth in this Article or any other Articles. The objects, purposes and powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

ARTICLE V: DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

ARTICLE VI: REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida is ALI CHOKR, 640 South Washington Boulevard, Suite 175, Sarasota, FL 34236. Said Registered Agent, by virtue of his signature of on the last page of these Articles of Incorporation, acknowledges appointment as such Registered Agent and agrees to accept service of process for this Corporation.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII: MANAGEMENT

The business of this Corporation shall be managed by its Board of Directors and said Board of Directors shall have complete charge of the business of the Corporation. The Board of Directors shall elect the officers of the Corporation who shall consist of a President and Secretary and such other officers as the Board of Directors may deem advisable. The Board of Directors may determine the Compensation of such officers.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of a minimum of one (1) and a maximum of three (3) members, who need not be residents of the State of Florida or shareholders of the Corporation. The number of Directors may be increased or diminished from time to time By-Laws adopted by the stockholders, but shall never be less than one.

The name and address of the initial Director of this Corporation, who shall serve as Director until the first annual meeting of shareholders or until his successors shall have been elected and qualified, is as follows:

ALI CHOKR
640 South Washington Boulevard, Suite 175
Sarasota, FL 34236

ARTICLE IX: INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is ALI CHOKR, 640 South Washington Boulevard, Suite 175, Sarasota, FL 34236.

ARTICLE X: AMENDMENT

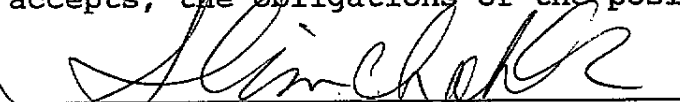
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by no less than a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this ____ day of February, 1998.



ALI CHOKR, Incorporator

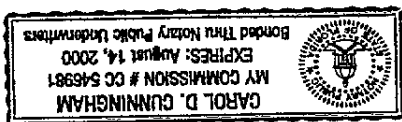
Acceptance of appointment
as Registered Agent: The undersigned is familiar with, and
accepts, the obligations of the position of Registered Agent:



ALI CHOKR

STATE OF FLORIDA)
) ss:
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared ALI CHOKR who
is personally known to me ✓, or who produced
_____ as identification, and is well known
to me to be the person described as Incorporator and who executed
the foregoing Articles of Incorporation and who acknowledged before
me, under oath administered by me, that he executed said instrument
for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of
February, 1998.




NOTARY PUBLIC
Print Name: CAROL D. CUNNINGHAM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 9:54