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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: RADIANT GEMS AND WATCHES, INC.
AUDIT NUMBER.....H98000005547

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

CERT. OF STATUS..0 PAGES..... 4

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RADIANT GEMS AND WATCHES, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 607 of the Florida Statutes, hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION AND BUSINESS ADDRESS

The name and address of this corporation is:

**RADIANT GEMS AND WATCHES, INC.
20801 BISCAYNE BOULEVARD #400
NORTH MIAMI BEACH, FL. 33180**

ARTICLE II - NATURE OF BUSINESS AND INITIAL PURPOSE

This corporation may engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America. This corporation is initially organized for the purpose of the sale of gems and watches.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to have outstanding at any one time is 100 of no par (\$0-)dollars par value common stock.

MICHAEL P. CHASE, ESQ.

2627 NE 203rd St., Ste. 205

N. Miami Beach, FL. 33180

(305) 931-3418 FLA. BAR#099132

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ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation is:

ERIC BERGER **20801 BISCAYNE BOULEVARD #400**
NORTH MIAMI BEACH, FL. 33180

ARTICLE V - INITIAL BOARD OF DIRECTORS AND SUBSCRIBER

This corporation shall have one (1) incorporator and one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director and Subscriber of this corporation is as follows:

ERIC BERGER **20801 BISCAYNE BOULEVARD #400**
NORTH MIAMI BEACH, FL. 33180

ARTICLE VI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 incorporator has executed these Articles of Incorporation this 20 day of March 1998.


ERIC BERGER
Subscriber and Registered Agent

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**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, an officer duly authorized to take acknowledgments in the State and County set forth above, personally appeared **ERIC BERGER**, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 20 day of March 1998



NOTARY PUBLIC, State of Florida

(Seal)

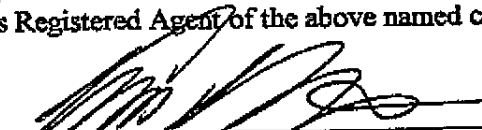
My commission expires:



MICHAEL P CHASE
My Comm. No. CCS14884
Expires March 01, 2000

ACCEPTANCE

I hereby accept designation as Registered Agent of the above named corporation.


ERIC BERGER

Radiant, Inc

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