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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: WHITBUFF, INC.

AUDIT NUMBER.....H98000006527

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

CERT. OF STATUS..0

PAGES.....5

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bm 4/6/98

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ARTICLES OF INCORPORATION
OF
WHTBUFF, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

WHTBUFF, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is jewelry retail as well as any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

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ARTICLE FOUR

- The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Jon Heneghan - 50 shares

Geri Arango - 50 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$10,000.00.

ARTICLE SIX

The corporation shall have the following Directors:

Jon Heneghan, 6901 22nd Avenue N., St. Petersburg, FL 33710 - Director

Geri Arango, 6901 22nd Avenue N., St. Petersburg, FL 33710 - Director

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

6901 22nd Avenue N.

St. Petersburg, Florida 33710

(813)345-3905

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Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N. Osceola Avenue, Ste. 312, Clearwater, FL 33755, 813-461-7754

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ARTICLE EIGHT

The officers of the corporation shall be:

**PRESIDENT, SECRETARY:
TREASURER**

Jon Heneghan, 6901 22nd Avenue N.,
St. Petersburg, FL 33710

VICE-PRESIDENT:

Geri Aranjó, 6901 22nd Avenue N.,
St. Petersburg, FL 33710

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

Jon Heneghan
6901 22nd Avenue N.
St. Petersburg, Florida 33710

ARTICLE TEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE ELEVEN

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

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Prepared by: May-Wong Chou, Esq., FB# 0008222
121 N. Osceola Avenue, Ste. 312, Clearwater, FL 33755, 813-461-7754

ARTICLE TWELVE

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The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Jon Heneghan- 6901 22nd Avenue N., St.Petersburg, FL 33710

IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 2 day of April, 1998.


Jon Heneghan

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT, I, JON HENEGHAN, hereby accept designation as Registered Agent on this 2 day of April, 1998.


Jon Heneghan

6901 22nd Avenue
St.Petersburg, Florida 33710

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TALLAHASSEE FLORIDA

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