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August 14, 1998

Florida Department of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

600002616996--5  
-08/17/98--01018--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Body Beads By Noelle, Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents Body Bead By Noelle, Inc. pursuant to which I am herewith enclosing an original and copy of my client's Articles of Incorporation.

At this time I would appreciate your filing the enclosed Articles, and thereafter returning a copy of same to my office in the enclosed, self addressed stamped envelope.

Additionally, I am herewith enclosing my check in the sum of \$70.00 to cover the cost of your service.

Thank you for your courtesy and consideration.

Very truly yours,

*[Signature]*  
STEPHEN-N. ROSENTHAL

SNR:laa  
Encls.

FILED  
98 AUG 17 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

200 19 1998  
*[Signature]*

ARTICLES OF INCORPORATION  
OF

BODY BEADS BY NOELLE, INC.  
\*\*\*\*\*

THE UNDERSIGNED do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

BODY BEADS BY NOELLE, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of manufacturing, designing, selling, consigning, brokering and repairing of jewelry and jewelry related products including accessories, together with any and all acts necessary and related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

One Hundred (100) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the by-laws of the Corporation and the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

601 S. E. 5th Court  
#205  
Ft. Lauderdale, Fl. 33301

**ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be Lori N. Dayton and the Registered Office shall be located at:

601 S. E. 5th Court  
#205  
Ft. Lauderdale, Florida 33301

or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

**ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer

or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Lori. N. Dayton	President	601 S. E. 5th Ct.
	Vc. President	#205
	Secretary	Ft. Lauderdale, Fl. 33301
	Treasurer	

#### ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

#### ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lori N. Dayton	601 Southeast 5th Court #205 Ft. Lauderdale, Florida 33301

#### ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Lori N. Dayton	601 S.E. 5th Ct. #205 Ft. Lauderdale, Fl. 33301	100	\$1,000.00

**ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

**ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

**ARTICLE XIV - BY-LAWS**

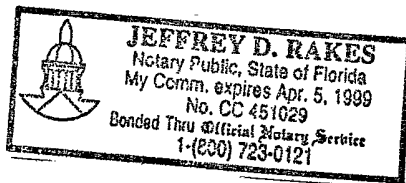
The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
Miami, Dade County, Florida, this 7<sup>th</sup> day of August, 1998.

Lori Nalle Dayton (SEAL)  
Lori N. Dayton

STATE OF FLORIDA    )  
                              ) .SS  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this  
7<sup>th</sup> day of August, 1998, LORI N. DAYTON, who is personally known  
to me and have produced her driver's license as identification  
and who did (did not) take an oath.



Jeffrey D. Rakes  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:

FILED  
98 AUG 17 AM 11:06  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION  
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of BODY BEADS BY NOELLE, INC. and agree to serve  
as its Registered Agent, to accept service of process within the  
State as its Registered Office located at: 601 Southeast 5th  
Court, #205, Ft. Lauderdale, Fl. 33301.

Lori Nalle Dayton  
LORI N. DAYTON, Registered  
Agent