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WALTER B. LEBOWITZ

12555 Biscayne Blvd, Suite 924  
Miami, Florida 33181  
Phone (305) 893-0000  
Fax: (305) 893-0007

September 1, 1998

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: RBEL, INC.

100002632821--0  
-09/04/98-01117--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT OR If you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,

Walter B. Lebowitz

C:COV-CORP.RBEL

APPROVED  
AND  
FILED  
98 SEP -4 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK SEP 11 1998

ARTICLES OF INCORPORATION OF

RBEL, INC.

ARTICLE I - NAME

The name of this Corporation is: RBEL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially in the SALE, PRODUCTION, DISTRIBUTION, MARKETING, AND MANUFACTURING OF JEWELRY.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$0.01) per value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial, principal and registered office of this corporation is % Walter B. Lebowitz, 12555 Biscayne Blvd., Suite 924, Miami, Florida 33181 and the name of the initial registered agent of this corporation at that address is Walter B. Lebowitz.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1), Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Director of this corporation is:

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TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

NAME ADDRESS

ROBERT BELENKE, 3140 S. W. 49th Street, Ft. Lauderdale, FL 33312

President - Director

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles  
is:

NAME

ADDRESS

ROBERT BELENKE, 3140 S. W. 49th Street, Ft. Lauderdale, FL 33312

President - Director, Incorporator

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or  
any former officer or director, to the full extent permitted by  
law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any  
provision 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 subscriber has executed  
these Articles of Incorporation this 1st day of September, 1998.

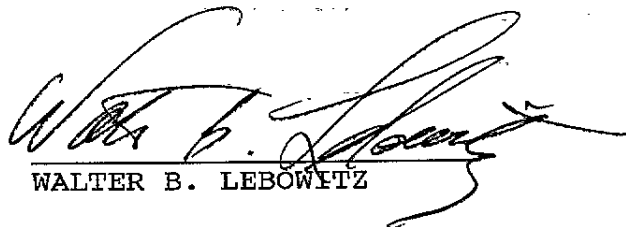
  
Robert Belenke, Subscriber

C:corp-R.BEL

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

WALTER B. LEBOWITZ, HAVING A BUSINESS OFFICE at 12555 Biscayne Blvd., Suite 924, Miami, FL 331381 and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the said corporation, is familiar with the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

I accept the appointment as registered agent and agree to act in this capacity.



WALTER B. LEBOWITZ

c:RESAGENT.NBL

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AND  
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TALLAHASSEE, FLORIDA