

M Mendiguren
& Associates, P.A.
Certified Public Accountants

6301 N. W. 5TH WAY / SUITE 3600
FT. LAUDERDALE, FLORIDA 33309

MEMBERS
FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

OFFICE: (954) 938-8808
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September 4, 1998

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

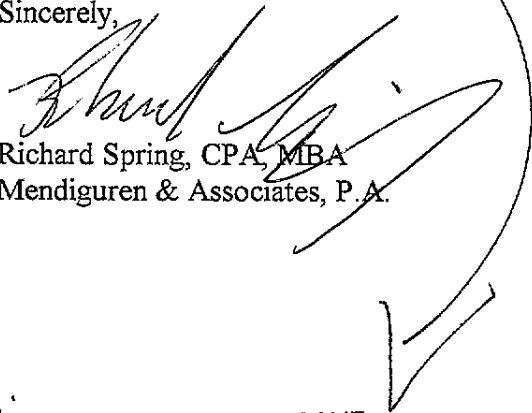
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Dear Sir or Madam,

Please find enclosed an original and one copy of the Articles of Incorporation for Benz Jewelry, Inc. and R & N Jewelry, Inc. We ask that you please make these incorporations retroactive to January 1, 1998.

If you have any questions please feel free to contact our office.

Sincerely,


Richard Spring, CPA, MBA
Mendiguren & Associates, P.A.

APPROVED
AND
FILED
93 SEP 10 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten: GAVE
INFORMATION BY PHONE TO
OK to file w/ 9/10/98 date
DATE 9/16
DOC. EXAM DP

B. BROCK SEP 16 1998

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
BENZ JEWELRY, INC.

93 SEP 10 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is: Benz Jewelry, Inc. and its principal office and mailing address is: c/o Mendiguren & Associates, P.A., 6301 N.W. 5 Way, Suite 3600, Ft. Lauderdale, Florida 33157.

ARTICLE II: NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III: CAPITAL STOCK

The total number of shares of capital stock authorized is One Hundred (100), which shares shall have a par value of One Dollar (\$1.00) share. Such stock shall be issued under the provisions of Section 1244 of the Internal Revenue Code.

Such stock may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors, but at no less than par value.

ARTICLE IV: DIRECTORS

The initial director of this corporation is: Rubenkhay Pinkasov; 18901 South Dixie Highway, Perrine, Florida 33157

ARTICLE V: OFFICERS

The following shall constitute the first officers of this corporation: Rubenkhay Pinkhasov; 18901 South Dixie Highway, Perrine, Florida 33157 - President, Treasurer & Secretary.

ARTICLE VI: TERM OF EXISTENCE

This corporation shall have perpetual existence.

APPROVED
AND
FILED

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ARTICLE VII: REGISTERED AGENT SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial registered agent and registered office is Rubenkhay Pinkhasov; 18901 South Dixie Highway, Perrine, Florida 33157

The sole incorporator of this corporation is Rubenkhay Pinkhasov; 18901 South Dixie Highway, Perrine, Florida 33157

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 31 day of August, 1998.



Rubenkhay Pinkhasov

ACKNOWLEDGMENT OF DESIGNATED AGENT:

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity.

by: 

Rubenkhay Pinkhasov

STATE OF FLORIDA)
COUNTY OF BROWARD) SS.:

BEFORE ME, the undersigned authority, personally appeared, **Rubenkhay Pinkhasov** to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 31 day of August, 1998.



