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FROM: EMPIRE CORPORATE KIT COMPANY
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FAX #: (305)541-3770

NAME: PENGUIN JEWELRY, INC.

AUDIT NUMBER.....H98000017480

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

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PENGWIN JEWELRY, INC.

(8)
The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

PENGWIN JEWELRY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

(A) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(B) To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

(C) To engage in, render or carry on any service or other business as principal or agent, with powers to let contracts for

Prepared by: David M. Lazarus, Esq.
235 N. University Drive
Pembroke Pines, FL 33024
Telephone: (954) 894-1717
FBN:380237

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any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

(D) To acquire by purchase or otherwise for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate of mixed property located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

(E) To factor, lend or borrow money, be surety and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges or other securities for the payment of same.

(F) To act as agent, broker or attorney-in-fact for any person(s), firm(s), or corporation(s) in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

(G) To acquire, hold, undertake and fully exploit the goodwill, property, rights, franchises, assets of every kind, and

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the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

(H) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interests therein and thereunder.

(I) To purchase, subscribe for, or otherwise acquire, become interest in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidencing shares of or interest in common law trust, trusts, and trust estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(J) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business of affairs and without limit as to amount; and to secure the payment of money in

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any lawful manner.

(K) To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

(L) To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

(M) To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall be at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

(N) To exercise all of the powers which are now or may hereinafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

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One Hundred (100) shares, One (\$1.00) Dollar par value per share common stock.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:
c/o DAVID M. LAZARUS, ESQUIRE, 235 N. University Drive, Pembroke Pines, Florida, 33024. The registered Agent at the above address is DAVID M. LAZARUS.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be 1546 Lantana Drive, Weston, FL 33327.

ARTICLE VIII - OFFICERS

The name and address of the Officers of this Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Edna Orzechovsky	President/Secretary	1546 Lantana Drive Weston, Fl 33327

ARTICLE IX - INCORPORATOR

The name and address of the incorporator and Registered Agent signing these Articles is: DAVID M. LAZARUS, ESQUIRE, 235 N. University Drive, Pembroke Pines, Florida 33024.

All of the authorized shares of capital stock of this

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Corporation have been subscribed for by David M. Lazarus.

ARTICLE X - MANAGEMENT

This Corporation will be managed by the Stockholders.

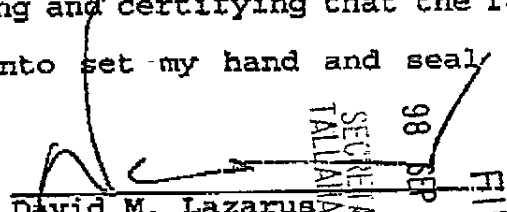
ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

Having been named to accept service of process for the above-stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


David M. Lazarus

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17 day of September, 1998.


David M. Lazarus

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD).

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SECRETARY OF STATE

BEFORE ME, the undersigned authority, personally appeared DAVID M. LAZARUS, personally 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 the same for the purposes therein expressed.

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IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Pembroke Pines, Florida, this 17 day of September, 1998.



Kerran Bouth
NOTARY PUBLIC
My Commission Expires:

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