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P 9 8 0 0 0 0 9 8 6 8 0

November 9, 1998

Secretary of State  
Florida Division of Corporations  
Tallahassee, Florida 32314

Re: Internet Jewelry, Inc.

Dear Sir or Madam:

300002691213--6  
-11/19/98--01031--002  
\*\*\*131.25 \*\*\*\*\*87.50

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>
<b>TOTAL</b>	<b>\$131.25</b>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 19 AM 10:58

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,

I. Barry Blaxberg

cc: Jeffrey Sherman  
Enclosures  
CORP1.MTG\al\j\18206

F. CHESSER NOV 24 1998

**ARTICLES OF INCORPORATION OF  
INTERNET JEWELRY, INC.**

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**ARTICLE I.  
CORPORATE NAME**

The name of this corporation shall be: INTERNET JEWELRY, INC.

**ARTICLE II.  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III.  
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV.  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Jeffrey Sherman, c/o Exponential Investments Corp., 168 S.E. 1<sup>st</sup> Street, Suite 704, Miami, Florida 33131.

**ARTICLE V.  
MAILING ADDRESS OF CORPORATION**

The Corporation's mailing address shall be: 168 SE 1<sup>st</sup> Street, Suite 704, Miami, Florida 33131.

**ARTICLE VI.  
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VII.  
INITIAL DIRECTOR**

The name and post office address of the first Director of the Corporation is:

Name  
JEFFREY SHERMAN

Address  
c/o Exponential Investments Corp.  
168 S.E. 1<sup>st</sup> Street, Suite 704  
Miami, Florida 33131

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

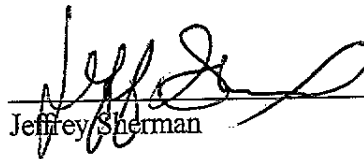
**ARTICLE VIII.**  
**INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator  
Jeffrey Sherman.

Address  
c/o Exponential Investments Corp.  
168 S.E. 1<sup>st</sup> Street, Suite 704  
Miami, Florida 33131.

**THE UNDERSIGNED** Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

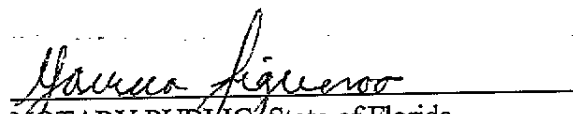
  
Jeffrey Sherman

STATE OF FLORIDA                     )  
  : SS  
COUNTY OF MIAMI-DADE         )

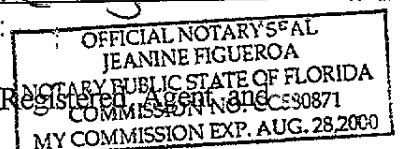
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DIVISION OF CORPORATIONS  
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**BEFORE ME**, the undersigned authority, appeared JEFFREY SHERMAN, who is personally known to me or who has produced Driver license as identification, and acknowledged that he executed said Articles of Incorporation.

**WITNESS** my hand and seal in the State and County aforesaid, this 16 day of Nov., 1998.

  
NOTARY PUBLIC, State of Florida  
Print Name: Jeanine Figueroa  
My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent, and agrees to comply with the provisions of law applicable to said designation.



  
JEFFREY SHERMAN, Registered Agent