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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)541-3694  
Fax Number : (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

OROTINA CORPORATION

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 12/2/98

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ARTICLES OF INCORPORATION  
OF  
OROTINA CORPORATION

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

OROTINA CORPORATION

ARTICLE II

The general nature of the business to be transacted shall be wholesale export and import of jewelry and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

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GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

FL. BAR NO.: 694-290

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE V

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The business and property of this corporation shall be managed by a Board of Directors consisting of two (2) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at:	TATYANA DARMENKO 914 N. E. 27TH AVENUE HALLANDALE, FL 33009	President
Residing at:	NEIL RICKEY MERGLER 688 OCEAN BLVD. GOLDEN BEACH, FL 33160	Secretary/Treasurer

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be TATYANA DARMENKO and the registered agent's office of this corporation shall be 2881 N. W. 36TH STREET, MIAMI, FL 33142.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of Directors shall be 2881 N. W. 36TH STREET, MIAMI, FL 33142, and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

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ARTICLE IX

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The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
TATYANA DARMENKO	914 N. E. 27TH AVENUE HALLANDALE, FL 33009	500
NEIL RICKEY MERGLER	688 OCEAN BLVD. GOLDEN BEACH, FL 33160	500

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 1st day of December, 1998.

SWORN TO AND SUBSCRIBED before me on this 1st day of December, 1998.

  
 \_\_\_\_\_  
 TATYANA DARMENKO, PRESIDENT

  
 \_\_\_\_\_  
 NEIL RICKEY MERGLER, SECRETARY/TREASURER

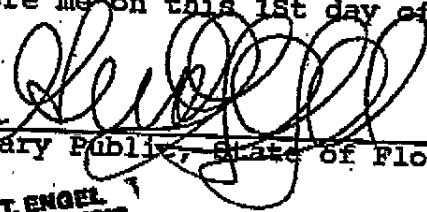
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STATE OF FLORIDA )  
                          ) SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, TATYANA DARMENKO and NEIL RICKEY MERGLER, known to be the person who executed the foregoing Certificate of Incorporation of OROTINA CORPORATION, and he acknowledged before me that he has executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by OROTINA CORPORATION, who produced identification.

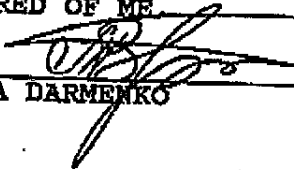
SWORN TO AND SUBSCRIBED before me on this 1st day of December, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida

MY COMMISSION EXPIRES:

 **GERALD T. ENGEL**  
COMMISSION # CC 488717  
EXPIRES JUL 21, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME

  
\_\_\_\_\_  
TATYANA DARMENKO

Prepared by:

GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

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