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LAW OFFICES  
**STEVEN A. FRANKEL, P.A.**

A PROFESSIONAL ASSOCIATION  
~~THE CENTRE AT PALM & STIRLING~~  
~~9900 STIRLING ROAD, SUITE 200~~  
~~COOPER CITY, FLORIDA 33024~~

STEVEN A. FRANKEL  
ALSO MEMBER NEW YORK BAR

(305) 432-2200  
FAX (305) 437-7916

100002672531--6  
-10/26/98--01095--012  
\*\*\*\*123.50 \*\*\*\*\*78.75

October 23, 1998

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

RE: Dollar Depot #1 Corporation  
*now South Beach Jewelry Exchange, Inc.*  
To whom it may concern:

Enclosed please find an original and one copy of the articles of incorporation for the above referenced corporation together with our check in the amount of \$123.50 reflecting filing fees and a certified copy of the articles of incorporation. Please forward the certified copy of the articles as follows:

Steven A. Frankel, P.A.  
3660 Washington Laner  
Cooper City, Florida 33026

Thank you for your time and consideration.

Cordially,

Steven A. Frankel,

For the Firm

SAF/ms

**FILED**  
99 FEB - 8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CB*  
*2-8-99*  
*4*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 27, 1998

STEVEN A. FRANKEL, P.A.  
9900 STIRLING RD., STE. 200  
THE CENTRE AT PALM & STIRLING  
COOPER CITY, FL 33024

SUBJECT: DOLLAR DEPOT #1 CORPORATION  
Ref. Number: W98000024321

We have received your document for DOLLAR DEPOT #1 CORPORATION and your check(s) totaling \$123.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 198A00052701

ARTICLES OF INCORPORATION  
OF

SOUTH BEACH JEWELRY EXCHANGE, INC.

The undersigned subscriber hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTH BEACH JEWELRY EXCHANGE, INC.

The principal place of business of this corporation shall be 16460 N.E. 34<sup>th</sup> Avenue, North Miami Beach, Florida 33160 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 16460 N.E. 34<sup>th</sup> Avenue, North Miami Beach, Florida 33160 and the name of the initial registered agent of the corporation at that address is Al Lazimi

ACKNOWLEDGMENT: Al Lazimi having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: Al Lazimi  
Al Lazimi, as Pres.

FILED  
99 FEB -8 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alan Amiel 307 Atlantic Avenue  
President/Sec./Treasurer/Director Miami Beach, Florida 33160

Al Lazimi 307 Atlantic Avenue  
Vice-President/Director Miami Beach, Florida 33160

ARTICLE VII. AMENDMENT

These articles may only be amended by the vote of Shareholders holding Sixty Five (65%) Percent of the outstanding shares of the Corporation.

ARTICLE VIII. DISSOLUTION

This Corporation may only be dissolved by the unanimous vote of the Shareholders holding Sixty Five (65%) Percent Percent of the outstanding shares of the Corporation.

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

STEVEN A. FRANKEL 3660 Washington Lane  
Cooper City, Florida 33026

IN WITNESS WHEREOF, the undersigned has hereunto set forth his hand and seal on this 3rd day of February, 1999.

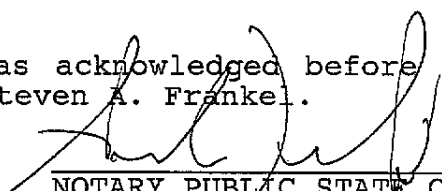
  
STEVEN A. FRANKEL


STATE OF FLORIDA )

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 3rd day of February, 1999, by Steven A. Frankel.

my commission expires:

  
NOTARY PUBLIC, STATE OF FLORIDA

 Sandra Frankel  
My Commission CC687916  
Expires October 12, 2001