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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 : PEREZ, BEHAR & ASSOCIATES, INC.
 Account Number : T19980000081
 Phone : (305) 949-4738
 Fax Number : (305) 949-6652

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

E & S JEWELRY, INC.

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**ARTICLES OF INCORPORATION
OF
E & S JEWELRY, INC.**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be:

E & S JEWELRY, INC.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$ 1.00 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:

**7900 NW 27th Ave. # 35 & 36
Miami, FL. 33147**

Prepared by:
Percz, Behar & Associates, Inc.
14730 NE 10th Ave.
N Miami, FL 33161
(305) 949-4738

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TALLAHASSEE FLORIDA

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ARTICLE VII

The number of directors constituting its initial Board of Directors is
(1) whose name(s) and address(es) is (are):

Shmuel Alishaev
7900 NW 27th Ave. # 35 & 36
Miami, FL. 33147
President 100%

ARTICLE VIII

The name and address of the subscriber is:

Shmuel Alishaev
7900 NW 27th Ave. # 35 & 36
Miami, FL. 33147

ARTICLE IX

The permanent agent and address for the corporation shall be:

PEREZ, BEHAR & ASSOCIATES, INC.
14730 N.E. 10TH AVENUE
N.MIAMI, FL. 33161

ARTICLE X

Shareholders shall be entitled to preemptive rights.



Shmuel Alishaev

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT E & S JEWELRY, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED
PEREZ, BEHAR & ASSOCIATES, INC. AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

Signature: 

Title: PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

Signature: 

RAMON PEREZ/ VICE PRESIDENT
PEREZ, BEHAR & ASSOCIATES, INC.

Date: 3-2-99

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