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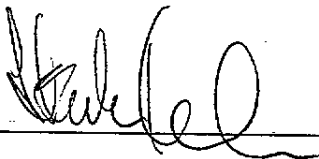
TRANSMITTAL LETTER

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

800002855958--3
-04/29/99--01034--011
*****70.00 *****70.00

SUBJECT: S. Kersh Jewelers, Inc.

I enclose an original and copy(ies) of the Articles of
Incorporation for the above corporation and a check in the amount
of \$70.00.

SIGNED: 

From:

GOLD COAST ACCOUNTING, P.A.

Name

22491 MARTELLA AVENUE

Address

BOCA RATON

FL

33433

City

State

Zip

(561) 477-1977

Telephone Number

FILED
99 APR 29 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
5/4/99

FILED

ARTICLES OF INCORPORATION

99 APR 29 AM 11:54

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. Kersh Jewelers, Inc.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation shall be: S. Kersh Jewelers, Inc

ARTICLE TWO

The principal place of business and mailing address of this corporation shall be:

42 Lake Eden Dr.

Boynton Beach, FL 33435

ARTICLE THREE

This corporation is authorized to issue 1,000 shares of common Stock at \$1 Par Value, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE FOUR

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE FIVE

The name and address of the initial registered agent is:

Steven Kersh

42 Lake Eden Dr.

Boynton Beach, FL 33435

ARTICLE SIX

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

Steven Kersh

42 Lake Eden Dr.

Boynton Beach, FL 33435

ARTICLE SEVEN

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE EIGHT

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE NINE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE TEN

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE ELEVEN

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation are:

Steven Kersh

42 Lake Eden Dr.

Boynton Beach, FL 33435

ARTICLE TWELVE

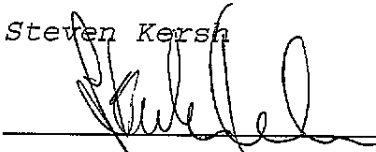
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested,

ARTICLE THIRTEEN

The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien not the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the corporations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of April 1999.

Steven Kersh



_____, Incorporator

4-27-99

FILED

CERTIFICATE OF DESIGNATION

99 APR 29 AM 11:54

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

S. Kersh Jewelers, Inc.

2. The name and address of the registered agent and office is:

Steven Kersh

42 Lake Eden Dr.

Boynton Beach, FL 33435

Signature: _____



Title: _____

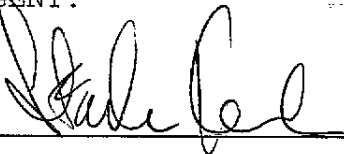
PRESIDENT

Date: _____

4-27-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____



Date: _____

4-27-99