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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****78.75 *****78.75

CORPORATION(S) NAME

Sparklegems, Inc.

FILED
99 MAY 10 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|----------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
Sparklegems, Inc.

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TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of section 607.0401 is: Sparklegems, Inc.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

12555 Biscayne Blvd., Suite 842
Miami, FL 33181

THIRD: The number of shares the corporation is authorized to issue is: One Hundred (100) shares with a par value of One Dollar (\$1.00) per share.

FOURTH: The street address of the initial registered office of the corporation is 1200 S. Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such address is C T Corporation System.

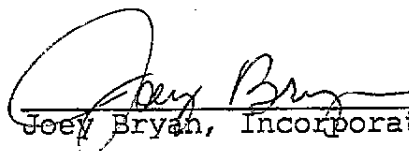
FIFTH: The number of directors constituting the initial board of directors is One (1), and the name and address of each person who is to serve as director until the first annual meeting of shareholders or until a successor is elected and shall qualify is as follows:

G.L. Lambert	12555 Biscayne Blvd., Suite 842 Miami, FL 33181
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SIXTH: The name and address of each incorporator is:

Joey Bryan	660 East Jefferson St. Tallahassee, FL 32301
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The undersigned has executed these Articles of Incorporation this day of May, 1999.


Joey Bryan, Incorporator

Acceptance by the registered agent as required in section 607.0501 (3) F.S.: C T Corporation System is familiar with and accepts the obligations provided for in section 607.0505.

Dated May 10, 1999

By Connie Bryan
Connie Bryan
Special Assistant Secretary

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