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ROGERS, TOWERS, BAILEY, JONES & GAY
A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

170 MALAGA STREET, SUITE A

P.O. BOX 3504

ST. AUGUSTINE, FLORIDA 32085-3504

TELEPHONE (904) 824-0879

FAX (904) 825-4070

WRITER'S INTERNET ADDRESS:

JWhiteman@rtlaw.com

TOLLFREE JACKSONVILLE NUMBER:

(904) 346-5555

June 1, 1999

JACKSONVILLE OFFICE

1301 RIVERPLACE BOULEVARD

SUITE 1500

JACKSONVILLE, FLORIDA 32207-9020

(904) 398-3911

FAX (904) 398-0663

TALLAHASSEE OFFICE

106 SOUTH MONROE STREET

P.O. BOX 1872

TALLAHASSEE, FLORIDA 32302-1872

(850) 222-7200

FAX (850) 222-7204

SPECIAL COUNSEL

HOWARD I. KORMAN

ALFRED J. POMERANZ

*Admitted in N.Y. only

PLEASE REPLY TO:

ST. AUGUSTINE

CHARLES D. TOWERS, JR.
JAMES M. McLEAN
FRED M. RINGEL
DAVID M. FOSTER
C. WILLIAM REINEY
ALLAN T. GEIGER
G. KENNETH NORRIS
DOUGLAS A. WARD
WILLIAM E. SCHEU
PAUL P. SANFORD
IRVIN M. WEINSTEIN
ROBERT T. HYDE, JR.
EDWARD L. KELLY
H. JOSEPH O'SHIELDS
DONALD C. WRIGHT
JOSEPH O. STROUD, JR.
MICHAEL A. WODRICH
CECILE EVANS RIDER
E. ALLEN HIEB, JR.
J. KIRBY CHRITTON
T. R. HAINLINE, JR.
CHRISTOPHER C. HAZELIP
SUSAN C. McDONALD
BETSY COX MAHIN
ANTHONY A. ANDERSON
MARCIA PARKER TJOPLAT
ANNE K. BUZBY
KURT H. DUNKLE
RICHARD L. MAGUIRE
JAMES M. RILEY
MARK M. ARNOLD
GEORGE M. McCLURE
JOHN L. WHITEMAN
C. DAVIS ELY

RICK MONTE REZNICEK
REGINA ALBERINI YOUNG
WILLIAM A. O'LEARY
GREGORY F. LUNNY
JOHN R. IBACH
DAVID A. GARFINKEL
PETER L. DAME
EMILY G. PIERCE
JAMES W. MIDDLETON
CHERYL L. WORMAN
JOHN A. SAPORA
SANDRA J. MATHIS
GILBERT L. FELTEL, JR.
ADRIAN RUST
CINDY L. BARTIN
TROY K. SMITH
LORI S. PATTERSON
STEVEN DIEBENOV
ALEXANDER G. MOODY*
CHRISTOPHER M. HODGE
RICHARD S. VERMUT
LEIGH S. SCALES
CHARLES R. CURLEY, JR.
CHRISTINE T. ADAMS
F. EUGENE ATWOOD
KATHRYN KNEE
KAREN E. WENDZEL
STEVEN M. JONES
MARGARET IOANNIDES-CORDOBA
THOMAS J. FRASER, JR.
SUSAN S. BLOODWORTH
MARGARET B. WETHERBEE
ARNETTA CAROL GIRARDEAU
CHARLES A. BEARD

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

200002900292--8
-06/10/99-01031-017
****122.50 *****78.75

Re: EarringNet.Com, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Incorporation for the above-named corporation, together with our office check in the amount of \$122.50 to cover the fees as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

\$ 122.50

Please file the original of the Articles and return the certified copy to this office. If you have any questions, please do not hesitate to call. Thank you.

Very truly yours,

John L. Whiteman,
For the Firm

JLW:ms
enclosures

FILED
1999 JUN 10 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 JUN 10 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EARRINGNET.COM, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: EarringNet.Com, Inc., and its address is: 2730 US 1 South, Suite "G", St. Augustine, Florida 32086.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2730 US 1 South, Suite "G" and the name of its initial Registered Agent at that address is Jan J. Kellum.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Jan J. Kellum
6500 Old A1A
Palm Coast, Fl 32137

Jovan V. Mrvos
85 N. St. Augustine, Blvd.
St. Augustine, Fl 32084

Evan Cagner
515 East 72nd Street
Apartment 12 E
New York, NY 10021

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Jan J. Kellum
6500 Old A1A
Palm Coast, Fl 32137

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these
Articles of Incorporation on this 27 day of May, 1999.


Jan J. Kellum

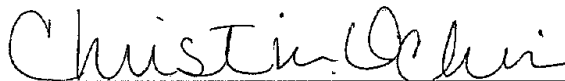
STATE OF Florida
COUNTY OF St. Johns

27 THE FOREGOING instrument was acknowledged before me this
day of May, 1999, by Jan J. Kellum, who did (did
not) take oath and who: (notary must check applicable box)

X is personally known to me.
_____ produced current driver's license(s) as identification.
_____ produced _____ as
identification.



Christine M. Ochkie
MY COMMISSION # CC707066 EXPIRES
January 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



Signature of Notary

CHRISTINE M. OCHKIE

Name of Notary Typed, Printed
or Stamped

Commission Number: _____

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent of EarringNet.Com, Inc., which is contained in the
foregoing Articles of Incorporation.

DATED this 27 day of May, 1999.


Jan J. Kellum, Registered Agent