

**P99000104477**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**JEWELS OF AFRICA, INC.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Culligan DEC 2 - 1999

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ARTICLES OF INCORPORATION

OF

JEWELS OF AFRICA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be **JEWELS OF AFRICA, INC.**

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To conduct business under the laws of the State of Florida.

C. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of any stockholder's quorum or vote.

D. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or to accomplish any of the purposes or the objectives hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker,

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conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of \$10.00 par value.

IV

The existence of this corporation shall be perpetual.

V

The principal office of this corporation shall be located at 2800 Biscayne Boulevard, Suite 900, Miami, Florida 33137.

VI

The Board of Directors of this corporation shall consist of not less than 1 and no more than 5 members.

VII

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

**DALIP HEMRAJ SING**  
2800 Biscayne Boulevard  
Suite 900  
Miami, Florida, 33137.

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VIII

The registered agent for this corporation is Richard O. Dansch. The registered office for this corporation is 2800 Biscayne Boulevard, Suite 900, Miami, Florida, 33137.

IX

The name(s) and address(es) of each subscriber to these Articles of Incorporation, is as follows:

<u>Name</u>	<u>Address</u>
DALIP HEMRAJ SING	2800 Biscayne Boulevard Suite 900 Miami, Florida 33137

The amount of capital with which this corporation shall begin business is \$10,000.

X

The name(s) and address(es) of each shareholder of the corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
DALIP HEMRAJ SING	2800 Biscayne Boulevard Suite 900 Miami, Florida 33137	100

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected shall be:

DALIP HEMRAJ SING  
RICHARD O. DANSON

PRESIDENT/TREASURER  
SECRETARY

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XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial stockholders or the successor of all shares of stock, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after his/her election or until his/her successor is elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such

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status and consent to act in this capacity and agree to comply with all requirements of the law pertaining thereto.

  
RICHARD O. DANSOH

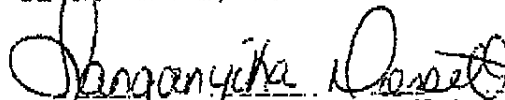
IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
DALIP HEMRAJ SING

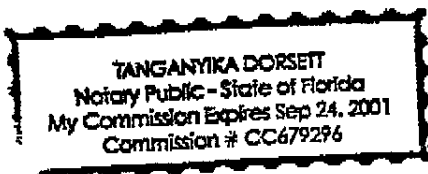
STATE OF FLORIDA     )  
                              : ss  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day personally appeared **DALIP HEMRAJ SING**, to me well known to be the person described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

SWORN TO AND SUBSCRIBED before me by **DALIP HEMRAJ SING**, who provided following form of identification: South African Passport No: 414244885 this 30<sup>th</sup> day of November, 1999.

  
Tanganyika Dorsett, Notary Public  
State of Florida, at Large

My Commission Expires:



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LAW OFFICES

RICHARD O. DANSOH, L.L.M. • PICASSO TOWER • 2800 BISCAYNE BOULEVARD • SUITE 900 • MIAMI, FLORIDA 33137  
TEL: (305) 573-7444 • FAX: (305) 573-7680

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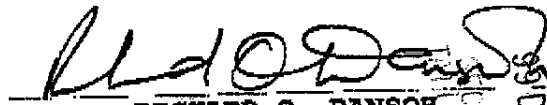
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CERTIFICATE OF DESIGNATIONREGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is JEWELS OF AFRICA, INC.
2. The address of the registered agent and office is 2800 Biscayne Boulevard, Suite 900, Miami, Florida 33137.

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.

  
 RICHARD O. DANSCH  
 DATE: 11/29/99  
 DEPT. OF STATE  
 MIAMI, FLORIDA  
 95 DEC-2 AM 11:55  
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