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FLORIDA PROFIT CORPORATION OR P.A.

LIZI JEWELRY, INC.

Certificate of Status	0
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Prepared By:

Penn B. Chabrow, Esquire
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777 Brickell Avenue
Miami, Florida 33131
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ARTICLES OF INCORPORATION

OF

LIZI JEWELRY, INC.

I, the undersigned, being over the age of eighteen (18) years, and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be:

LIZI JEWELRY, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation shall be:

(1) Wholesale and Retail Sales of jewelry and related items

(2) To buy and otherwise acquire, sell, produce, manufacture and dispose of all kinds of raw or finished materials, merchandise, commodities, machinery, tools and products, including, but not limited to, any and all of the foregoing items required for the above.

(3) To acquire or rent, lease, improve and convey lands and lands under water and

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riparian, dock and maritime rights, to construct docks, drydocks, wharves, piers, basins, derricks, elevators, warehouses, manufactories, stores, shops, tracks and other structures thereon; and to rent, lease and convey the same; to buy, sell, store, manufacture, import and export merchandise, machinery and products; to build, own, repair and charter ships and vessels and afford them dockage; to commission, own, buy and sell such ships and vessels, and generally to carry on a land improvement, real estate, dock, shipping and merchandise business.

(4) To act as agent or representative of corporations, firms and individuals.

To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations; for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and any and all acts proper or necessary for the purposes of the business.

To carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by merchants, commission men, factors, importers and manufacturers' agents, and, in the course of such business, to draw, accept, endorse, acquire and sell all or any negotiable or transferable instruments and securities.

(5) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or any other lawful objects.

(6) To guarantee, purchase, hold, sell, transfer, assign, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness of, a corporation created by any other stat or government, and, while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote thereon.

(7) 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 stockholders' quorum or vote.

(8) To purchase or otherwise acquire, directly and/or through ownership of stock of any corporation, all or any part of the business, good will, rights, property and assets of all kinds, of any corporation, association, partnership or individual, and to pay for the same in cash, with the stock of this corporation, bonds, or otherwise, and to hold or in any

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manner dispose of the whole or any part of the business so acquired, provided that such business is not a prohibited exercise of its corporate power, and to exercise all the powers necessary or convenient in or about the conduct and management of such business.

Without limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation shall have power in carrying on its business or for the purpose of attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the pertinent Statutes of the State of Florida which a co-partnership or natural person could do and exercise and which are now or hereafter may be authorized by law; but it is expressly provided that nothing in this certificate contained shall confer upon the Corporation any power requiring the exercise of the right of eminent domain.

ARTICLE III

STOCK. The maximum number of shares outstanding at any one time shall be Five Hundred (500) shares at a par value of One and 00/100 (\$1.00) Dollars per share.

ARTICLE IV

CAPITAL. The Corporation shall begin business with not less than the sum of FIVE HUNDRED & 00/100 (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE. The Corporation shall have perpetual existence and shall commence business upon issuance of a corporate charter.

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ARTICLE VI

POST OFFICE ADDRESS. The principal office or place of business of the corporation shall be: The Pile Building; Suite 10; 9703 South Dixie Highway, Miami, Florida 33156 or such other places as may be designated by the Board of Directors.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE. The registered office for the corporation and the registered agent for the corporation are as follows:

Penn B. Chabrow
900 SunTrust Building
777 Brickell Avenue
Miami, Florida 33131

ARTICLE VIII

NUMBER OF DIRECTORS. The number of Directors shall be not less than one (1) nor more than four (4), the presence of all of whom in person or by proxy shall be required in order to constitute a quorum at any meeting of the Board of Directors.

ARTICLE IX

NAMES AND ADDRESS OF DIRECTOR. The name and address of the member of the First Board of Directors of the corporation is as follows:

Cindy L. Abramovici
The Pile Building - - Suite 10
9703 South Dixie Highway
Miami, Florida 33156

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ARTICLE X

OFFICERS. The name and post office address of the officers of the corporation are as follows:

President and Secretary: Cindy L. Abramovici
The Pile Building -- Suite 10
9703 South Dixie Highway
Miami, Florida 33156

ARTICLE XI

NAME AND POST OFFICE ADDRESS OF SUBSCRIBER. The name and post office address of the Subscriber to these Articles of Incorporation, and the number of shares of stock which she agrees to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Cindy L. Abramovici	The Pile Building -- Suite 10 9703 South Dixie Highway Miami, Florida 33156	500

The proceeds of the stock subscribed for will amount to at least Five Hundred Dollars.

ARTICLE XII

PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any net stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

ARTICLE XIII

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in

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the Board of Directors.

ARTICLE XIV

INDEMNIFICATION. (a) The Corporation shall indemnify any person made a party to any action by or in the right of the Corporation to procure a judgment in its favor by reason of their being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of gross negligence or misconduct in the performance of their duty to the Corporation.

(b) The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement conviction of upon a plea of nolo contendere shall not

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in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

(c) Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or otherwise.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid, this 30th day of November, 1999

C. Abramovici [SEAL]
Cindy L. Abramovici

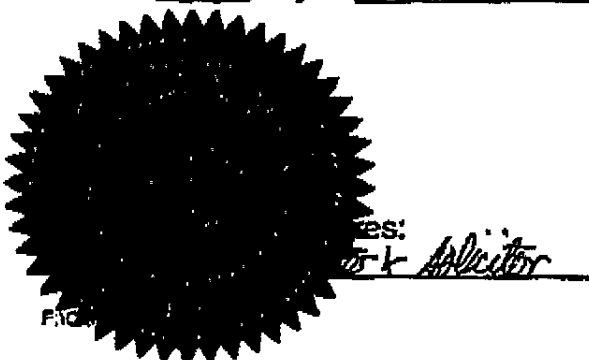
: SS

BEFORE ME, the undersigned authority, personally appeared CINDY L. ABRAMOVICI personally known to me, or identified to me by a valid driver's license, to be the person described in and who subscribed the above and foregoing Articles of Incorporation; who, upon oath, did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 30th day of November, 1999.

Notary Public

BEAR M. ZINMAN
Printed Name of Notary
BARRISTER & SOLICITOR
PROVINCE OF ONTARIO
CANADA



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: LIZI JEWELRY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Miami-Dade, State of Florida, has named Penn B. Chabrow, located at 777 Brickell Avneue, Suite 900, Miami, Florida 33131, as its agent to accept service of process within this state.


Cindy L. Abramovici

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0505 of the Florida Statutes.


Penn B. Chabrow
Registered Agent

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TALLAHASSEE, FLORIDA

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