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Florida Department of State

Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
12-16-99

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

99 DEC 15 PM 4:06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Gateway JEWELRY & PRECIOUS STONES INC.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

— M. Culligan DEC 15 1999 —

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EFFECTIVE DATE
12-16-99

(a)

ARTICLES OF INCORPORATION
OF
GATEWAY JEWELRY & PRECIOUS STONES INC.

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

ARTICLE 1 - NAME OF CORPORATION

The name of this corporation shall be GATEWAY JEWELRY
PRECIOUS STONES INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 2 - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of any business to the public under the laws authorized to render.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment

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and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which is divided as follows:

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Name -----	Percentage of Shares -----
DAVID MARSTELLAR 10290 N.E.2nd AVENUE MIAMI, FLORIDA 33138	100%

ARTICLE 4 - REGISTERED AGENT

The initial registered agent of this Corporation shall be
DAVID MARSTELLAR whose address is 10290 N.E.2nd AVENUE, MIAMI,
FLORIDA 33138.

ARTICLE 5 - ADDRESS OF PRINCIPAL OFFICE

The street address of the initial principal office of
this corporation shall be 3389 SHERIDAN STREET #199, HOLLYWOOD,
FLORIDA 33021.

ARTICLE 6 - TERM OF EXISTENCE

This corporation shall commence on DECEMBER 16, 1999 and
shall exist perpetually unless dissolved according to law.

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ARTICLE 7 - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one.

B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Directors, but shall never be less than one.

C. The names and street addressed of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

PRESIDENT

DAVID MARSTELLAR
10290 N.E.2nd AVENUE
MIAMI, FLORIDA 33138

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

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ARTICLE 8 - INCORPORATORS

The following are the names and addresses of the persons
signing these Articles of Incorporation.

DAVID MARSTELLAR
10290 N.E.2ND AVENUE
MIAMI, FLORIDA 33138

ARTICLE 9 - SHAREHOLDERS

No shareholder of this corporation may sell or transfer
his or her shares of stock therein, except to another individual
who is eligible to be a shareholder hereunder. No shareholder of
this corporation shall enter into a voting trust agreement or any
other type of agreement vesting in another person the authority
to exercise the voting power of any or all of his or her shares.

ARTICLE 10 - BY-LAWS

The power to adopt, amend or repeal By-Laws for the
management of this corporation shall be vested in the Board of
Directors.

ARTICLE 11 - ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general
powers conferred by the laws of the State of Florida, and

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pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employaas, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) any other retirement or incentive compensation plan.

ARTICLE 12 - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to

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the shareholders, and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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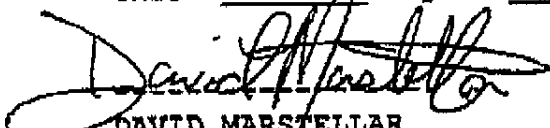
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ARTICLE 13 - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

this 15th day of DECEMBER, 1999.


DAVID MARSTELLAR
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD

15th The foregoing instrument was acknowledged before me this day of DECEMBER, 1999

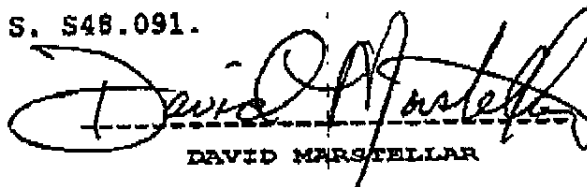


Hyton G. Gordon
MY COMMISSION # CC755789 EXPIRES
August 16, 2002
BONDED THIRD FIDELITY INSURANCE INC.


NOTARY PUBLIC

My Commission Expires:

Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of F. S. S48.091.


DAVID MARSTELLAR

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