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December 4, 1997

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/05/97--01058--001

****192.50 ****192.50

Re: Colombian Emeralds International, Inc.

Dear Sir/Madam:

Enclosed are the necessary documents for obtaining authorization for a foreign corporation, Colombian Emeralds International, Inc., to transact business in Florida. The following documents are enclosed:

- a) application by Colombian Emeralds International, Inc. for authorization to transact business in Florida;
- b) Certificate of Status from the State of Delaware evidencing "good standing";
- c) a check in the amount of \$192.50 representing payment of: (i) \$35.00 filing fee; (ii) \$35.00 registered agent designation fee; (iii) \$105.00 certified copy fee (2); and (iv) \$17.50 Certificate of Status fee (2).

Please forward the letter of acknowledgement upon qualification to the undersigned at the above address. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

Steven M. Goldsmith

SMG/cbv
enclosures
CE\SecState.Ltr

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. COLOMBIAN EMERALDS INTERNATIONAL, INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. State of Delaware, United States of America

(State or country under the law of which it is incorporated)

3. November 4, 1993

(Date of Incorporation)

4. PERPETUAL

(Duration)

5. 66-0377274

(Federal Employer Identification number, if applicable)

6. Upon Qualification

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 400 Front Street, Key West, Florida 33040

(Current mailing address)

8. Retail jewelry sales

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Stephen Crane

Address: c/o International Bazaar

P.O. Box F-40349, Freeport, Bahamas

Vice Chairman: Helen Lane

Address: c/o International Bazaar

P.O. Box F-40349, Freeport, Bahamas

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Officers:

President: Stephen Crane

Address: c/o International Bazaar
P.O. Box F-40349, Freeport, Bahamas

Vice President: _____

Address: _____

Secretary: Helen Lane

Address: c/o International Bazaar
P.O. Box F-40349, Freeport, Bahamas

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Kelly W. Ramsden

Office Address: 6555 N.W. 9th Avenue, Suite 303
Ft. Lauderdale, Florida 33309
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

Kelly W Ramsden

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Helen Lane Secretary

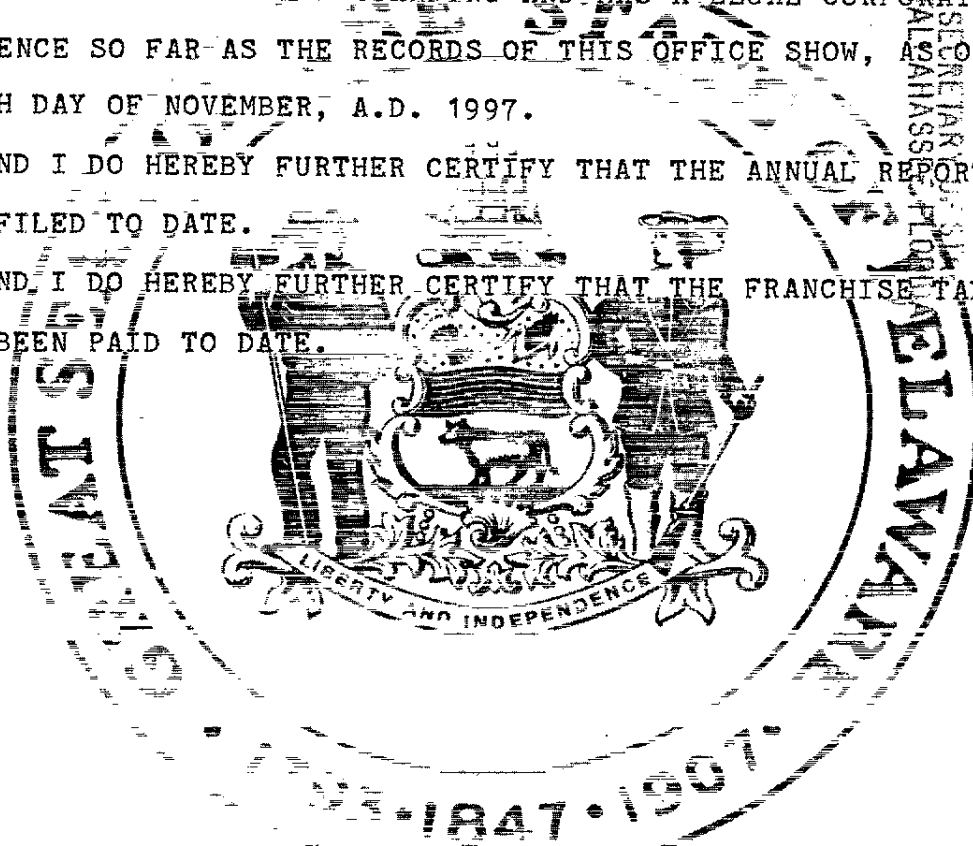
(Name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLOMBIAN EMERALDS INTERNATIONAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8738070

DATE: 11-04-97