

P96000072057

ALBERT A. SANCHEZ, JR., P.A.

ATTORNEY AT LAW
BELLE HAVEN OFFICE BUILDING
1133 FOURTH STREET
SANABOTA, FLORIDA 34838

MAILING ADDRESS
POST OFFICE BOX 49405
SANABOTA, FLORIDA 34838-0405

TELEPHONE: (941) 552-0800
FACSIMILE: (941) 554-0800

February 26, 1996

Division of Corporations
Attn: Charter Section
P. O. Box 6327
Tallahassee, FL 32314

000001745820
00207205-01071-000
*****70.00 *****70.00

Dear Madam or Sir:

Please file the enclosed fully executed Articles of Incorporation for a new corporation, Nile Imports, Inc. I have enclosed a check for \$70.00 to cover filing fees and a copy of the Articles to be sent back to me in the return reply envelope.

Very truly yours,



Albert A. Sanchez, Jr.

AASJR:cms

enclosures

FILED
96 MAR -7 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NILE IMPORTS, INC.**

FILED
96 MAR -7 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **PETER LANE**, the undersigned, hereby form a corporation for profit under the general corporation laws of the State of Florida in accordance with the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **NILE IMPORTS, INC.** Its principal place of business shall be Sarasota, Florida, but the corporation shall have the power to transact business at such place or places as the Board of Directors may designate, and branch offices or places of business may be established in such places within or without the State of Florida as the Board of Directors from time to time may direct.

ARTICLE II

The principal nature of the business or businesses to be transacted or conducted by this corporation shall be to conduct an importation business, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned; and otherwise any and all other acts permitted under Florida law.

ARTICLE III

The maximum number of shares of stock which this corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1000 shares at \$1.00 par value.

The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property, or in services, the fair and just value of the property to be transferred, or the services performed, or rendered, or to be performed or rendered, as a consideration for the issuance of said stock shall be affixed by the Board of Directors of said corporation. Any and all shares of stock of this corporation which shall be issued for the consideration, or for not less than the consideration shall be cash, property, or services, shall be fully paid and nonassessable.

ARTICLE IV

The principal office of this corporation shall be and is located in Sarasota County, Florida. Said corporation, however, may establish branch offices in any other place or places and may change the place of the principal office as and when it is deemed advisable by its Board of Directors. The post office address of the principal office of this corporation is 1133 Fourth Street, Sarasota, Florida, 34326.

ARTICLE V

This corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE VI

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VII

The name and post office addresses of the initial Board of Director, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until its successors are elected and have qualified, is as follows:

NAME	ADDRESS
Peter Lane	1133 Fourth Street Sarasota, FL 34236
Mark Russell	1133 Fourth Street Sarasota, FL 34236

ARTICLE VIII

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held within or without the State of Florida.

ARTICLE IX

The subscribers of these Articles of Incorporation, and the post office addresses are as follows:

NAME	ADDRESS
Peter Lane	1133 Fourth Street Sarasota, FL 34236

ARTICLE X

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof. Thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular meeting of said Board, or at any special meeting called for such purposes by a majority vote of the Directors present.

ARTICLE XI

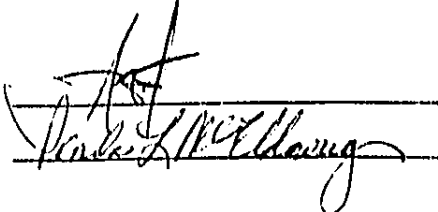
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

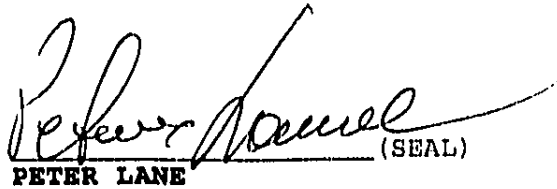
ARTICLE XII

Albert A. Sanchez, Jr., of 1133 Fourth Street, Suite 300 Sarasota, Florida 34236, is hereby designated as the Registered Agent for this corporation, to accept service of process within this State.

IN WITNESS WHEREOF, PETER LANE the undersigned, has hereunto subscribed his hand and affixed his seal to these Articles of Incorporation this 26th day of February, 1996.

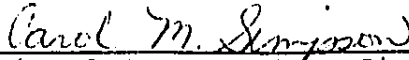
Signed, Sealed and Delivered
in the Presence of:




_____ (SEAL)
PETER LANE

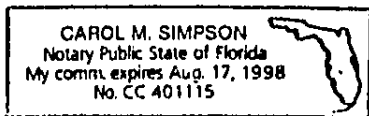
STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 26th day of February, 1996 by Peter Lane. He is personally known to me and did take an oath.


Printed Name: Carol M. Simpson
Notary Public

(SEAL)

My Commission Expires:



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR NILE
IMPORTS, INC. , AT THE LOCATION DESIGNATED IN ARTICLE XII OF THE
ATTACHED ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES AS REGISTERED AGENT FOR THE CORPORATION.


ALBERT A. SANCHEZ, JR., ESQ.

Date: _____

2/26/96

FILED
96 MAR -7 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000022057

ALBERT A. SANCHEZ, JR., P.A.
ATTORNEY AT LAW
BELLE HAVEN OFFICE BUILDING
1133 FOURTH STREET
GARRABOTA, FLORIDA 34836

MAILING ADDRESS
POST OFFICE BOX 49498
GARRABOTA, FLORIDA 34830-0498

TELEPHONE: (941) 968-9000
FACSIMILE: (941) 964-9071

February 20, 1997

1 00002108961--8
-03/11/97--01078--001
*****35.00 *****35.00

Dept. of State
Division of Corps.
P.O. Box 6327
Tallahassee, FL 32314

Re: Corporation Name Change

SH 3/10
NC

FILED
97 MAR -7 11P:32
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Please file the enclosed Articles of Amendment of Nile Imports, Inc. I have enclosed a check in the amount of \$35.00 to cover the expense.

Thank you for your assistance and should there be any questions, please do not hesitate to contact our office.

Very truly yours,

Demetrius J. Dawkins

Demetrius J. Dawkins
Legal Assistant

RECEIVED
97 MAR -7
DIVISION OF CORPORATIONS

\dd

encl.

ARTICLES OF AMENDMENT
OF
NILE IMPORTS, INC.

By unanimous consent of all of the shareholders of Nile Imports, Inc., a Florida corporation, at a meeting held for that purpose on February 19, 1997, the following amendment to the Articles of Incorporation was adopted:

AMENDMENT 1.

1. Article I of the Articles of Incorporation of Nile Imports, Inc., is amended to provide that the name of the Corporation shall be Capricorn II, Inc.
2. This Amendment shall be effective on the date of filing of these Articles of Amendment.

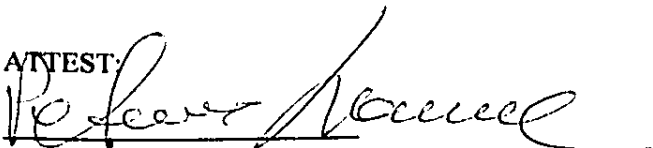
Dated this 19th day of February, 1997.

NILE IMPORTS, INC.

By: 

Peter Lane, President

ATTEST:


Peter Lane, Secretary

FILED
FEBRUARY 19 1997
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

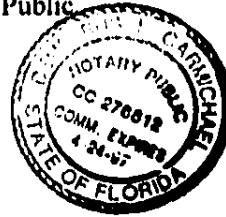
BEFORE ME, this day personally appeared Peter Lane, to me well known who acknowledged before me that he executed the foregoing Articles of Amendment as President and Secretary of Nile Imports, Inc., a Florida corporation, voluntarily and for the purposes therein expressed.

Dated this 19th day of February, 1997.

Demetrius J. Carmichael

Print Name: Demetrius J. Carmichael

Notary Public



nileimports-a:\amend.nl

P96000022067

Requestor's Name

Address

Elizabeth S.
(Mystique's Creations)
111 N. Shore Dr. #5
Miami Beach, FL 33141

Office Use Only

ENT NUMBER(S), (if known):

300002104743--3
-03/05/97--01054--002
*****43.75 *****43.75

1. _____ (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED
 97 MAR -5 PM 2:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AM KES
3-6

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

CERTIFICATE OF AMENDMENT

Mystiques Creations Jewelry Corp

FILED
MAR -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mystiques Creations, Jewelry Corp a Corporation of
State of FLORIDA whose registered office is located at 111
N. Shore Dr. Ste #5 Miami Beach, FL 33141 certifies pursuant to the
provisions of section 607.1006, Florida Statutes, that at a meeting
of the stockholders of said Corporation called for the purpose
of amending the articles of incorporation, and held on MARCH
1, 1997, it was resolved by the vote of the holders of an
appropriate majority of the shares of each class entitled to vote
that **ARTICLE 7** of the Articles of Incorporation is to be amended
to read as follows:

ARTICLE 7: Corporate Capitalization

The maximum number of shares this Corporation
is authorized to have outstanding at any time
is One Hundred (100) shares of common stock.

Mystiques Creations Jewelry Corp.
111 N. Shore Dr. Ste 5
Miami Beach, FL 33141
(305) 868-0024

MIAMI, FLORIDA

Mystiques Creations Jewelry Corp.
(Elizabeth Soria - Director)
111 N. SHORE DR. Ste #5
Miami Beach, FL 33141

This amendment was adopted on March 10, 1997.

The amendment was adopted by the board of directors without
shareholder action and shareholder action was not required.

Signed on March 1, 1997

Signature Elizabeth Soria

Elizabeth Soria
Printed Name
(Mystique Creations, Jewelry Corp.)
DIRECTOR AND PRESIDENT
Title

Signature _____

Printed Name

DIRECTOR
Title

Signature _____

Printed Name

DIRECTOR
Title