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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -6 PM 2: 25

May 28, 1997.

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-06/06/97--01068--005
*****70.00 *****70.00

SUBJECT: VICANZA ENTERPRISES, INC.

Enclosed please find the original and one (1) copy of the articles of incorporation for the above corporation. Also, a check in the amount of \$70.00 for the filing fee and the resident agent fee is enclosed.

Thank you for your prompt attention and cooperation to this matter.

FROM: SANTOS RIVERA
540 EAST HORATIO AVENUE
SUITE 200
MAITLAND FL 32751

(407) 644-5655

RP
6-9-97

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**ARTICLES OF INCORPORATION
VICANZA ENTERPRISES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be **VICANZA ENTERPRISES, INC.**

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The general purpose of the business to be transacted by this Corporation is:

- A. Transacting any or all lawful business for which corporations may be incorporated under Florida Statutes.
- B. To engage in every phase and aspect of the jewelry business. To sell, distribute, manufacture, purchase, export and import general merchandise and jewelry. To operate jewelry stores, jewelry repair shops and other related business. To represent manufacturers at retail or wholesale.
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
- D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and 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 manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.
- E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13813 South West 281 St.
Homestead, FL 33033

ARTICLE V - CAPITAL STOCK

This corporation is authorized to have 10,000 shares of \$1.00 par value common stock, which shall be designated common shares.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mr. Jose A. Zamora
13813 South West 281 St.
Homestead, FL 33033

The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE VII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Mr. Jose A. Zamora
13813 South West 281 St.
Homestead, FL 33033

ARTICLE VIII - DIRECTORS

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors.

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State
of Florida, this 28 day of May, 1997.

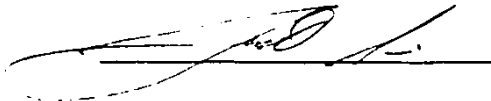


Signature/Title

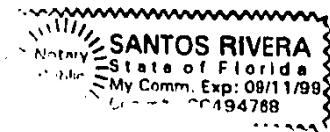
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared Mr. Jose A.
Zamora and acknowledged that they executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 28 day of May, 1997.



Notary Public - State of Florida



Print type or stamp name of Notary Public
Personally known O. P. I. O.
Type and number of I.D. Produced:

CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1 - The name of the corporation is: **VICANZA ENTERPRISES, INC.**

2 - The name and address of the registered agent and office is:

Mr. Jose A. Zamora
13813 South West 281 St.
Homestead, FL 33033

SIGNATURE 
(CORPORATE OFFICER)

TITLE PRESIDENT

DATE 5/28/97

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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.

SIGNATURE 
(RESIDENT AGENT)

DATE 5/28/97