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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

5 PRECIOUS, ETC., INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

5 PRECIOUS PURSES, ETC., INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation is: 5 PRECIOUS PURSES, ETC., INC

ARTICLE TWO

NATURE OF BUSINESS

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

(a) To engage in every aspect and phase of the business of merchandising, marketing and sales of purses and other women's accessories.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or evidence of corporate indebtedness as required.

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(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE THREE
CAPITAL STOCK

The maximum number of shares that his corporation is authorized to have outstanding at any one time is Two Hundred (200) Shares of Common Stock having a nominal or par value of Five Dollars (\$5.00) per share.

ARTICLE FOUR
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is : More than Five Hundred Dollars (\$ 500.00)

ARTICLE FIVE
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE SIX
ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:
1714 S.W. 57th Avenue, Miami, Florida 33155.
The Registered Agent at the above office is: Cristina Del Busto.

ARTICLE SEVEN
DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

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ARTICLE EIGHT
INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:
Cristina Del Busto, of 1714 S.W. 57th Avenue, Miami, Florida 33155.

ARTICLE NINE
SUBSCRIBERS

The name and address of each Subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

Cristina Del Busto, of 1714 S.W. 57th Avenue, Miami, Florida 33155., 101 Shares,
Consideration-\$ 505.00.

ARTICLE TEN
AMENDMENT

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 stockholder's meeting by the majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


CRISTINA DEL BUSTO

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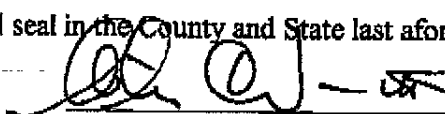
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STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

I HEREBY CERTIFY that on this day, Before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Cristina Del Busto, known to me to be the person described herein and who executed the foregoing Articles of Incorporation, who acknowledged before me that she executed the same and that she is personally known to me or produced the following identification: _____ and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforementioned this 10th day of May, 2000.



NOTARY SIGNATURE

(Notary Seal)

WILLIAM C. DAVIS, III

PRINTED NOTARY SIGNATURE

My Commission Expires: May 1, 2001

00 MAY 11 AM 9:49
 SECRETARY OF STATE
 ALABAMA, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named to serve as Registered Agent for this Corporation, I hereby accept such designation and agree to comply with the Laws of the State of Florida regarding the keeping open of such Corporate Office.



REGISTERED AGENT

Cristina Del Busto

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