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Florida Department of State
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BEAUTIFUL GEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

OF

BEAUTIFUL GEMS, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the state of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

BEAUTIFUL GEMS, INC.

ARTICLE II

The general nature of the business to be transacted shall be sales and purchase of gold jewelry and precious stones and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution retable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of one (1) or more members, as may be provided By-laws.

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GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H000 00033235 ARTICLE VI

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at: JENNIPHER NUNEZ
14316 S. W. 48TH LANE
MIAMI, FL 33175

President

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be JENNIPHER NUNEZ and the registered agent's office of this corporation shall be 14316 S. W. 48TH LANE, MIAMI, FL 33175.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of 14316 S. W. 48TH LANE, MIAMI, FL 33175, this corporation, branch offices may be maintained at such places in the State of Florida and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
JENNIPHER NUNEZ	14316 S. W. 48TH LANE MIAMI, FL 33175	1000

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IN WITNESS WHEREOF, the undersigned Subscriber has hereto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 21st day of June, 2000.

SWORN TO AND SUBSCRIBED before me on this 21st day of June, 2000.

JENNIPHER NUNEZ, PRESIDENT (SEAL)

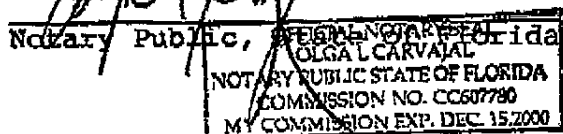
[illegible]

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JENNIPHER NUNEZ, known to be the person who executed the foregoing Certificate of Incorporation of BEAUTIFUL GEMS, INC., and she acknowledged before me that she has executed the same for the purpose therein set forth.

The foregoing instrument was acknowledged before me by JENNIPHER NUNEZ, who produced identification.

SWORN TO AND SUBSCRIBED before me on this 21st day of June, 2000.

MY COMMISSION EXPIRES:



I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND
I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

JENNIPHER NUNEZ

Prepared by:

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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