

P01000010766

EDWARD WALTERMAN

ATTORNEY AT LAW

9010 S.W. 137 AVENUE, SUITE 254

MIAMI, FLORIDA 33186

TELEPHONE (305) ~~382-7870~~ 386-1575

FAX (305) 382-7870

January 17, 2001

Secretary of the State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300003590133--6  
-01/29/01-01100-007  
\*\*\*\*122.50 \*\*\*\*78.75

Dear Madam:

Please find enclosed an original Certificate of Incorporation  
along with one copy to certified for the following corporation:

24KT PROPERTIES, INC.

together with a check in the sum of \$122.50 covering filing  
fee, charter taxes, resident agent fees and a certified  
copy of the Certificate of Incorporation.

Very truly yours,

  
Edward Waltermann

Encls.

FILED  
01 JAN 29 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 30 2001

CERTIFICATE OF INCORPORATION

FILED

01 JAN 29 AM 8:12

I, THE UNDERSIGNED, in order to form a corporation for the purpose hereinafter stated, under the laws of the State of Florida, do hereby make, subscribe and acknowledge the following Certificate of Incorporation.

I

The name of the Corporation shall be:

24KT PROPERTIES, INC.

II

(a) The corporation shall exercise and enjoy all of the rights, powers and privileges incident to the Corporation for profit organized and existing under and by virtue of the laws and Constitution of the State of Florida.

III

(b) The Corporation shall be entitled to purchase, hold, possess, manage, lease, rent, sell and convey real and personal property of every kind necessary and proper for the business of the Corporation.

III

The authorized capital stock of the Corporation shall consist of 100 shares of ten cent par value. All stock when issued shall be fully paid and non-assessable. The entire capital stock or any portion thereof may be paid for in cash, property, labor or services for a consideration having a value in the judgement of the Board of Directors of the Corporation at least equivalent to the full value of the stock to be issued.

IV

The Corporation shall have perpetual existence.

V

The principal office of the Corporation shall be:

11510 S.W. 147 Avenue, Miami, Florida 33196.

VI

1. The Board of Directors shall consist of not less than one person.
2. The name and address of the Board of Directors who shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are:

Didier Fabien, 11510 SW 147 Ave., Miami, FL 33196.

VII

The name and address of the subscriber of this Certificate of Incorporation, the statement of the number of shares he agrees to take is:

Didier Fabien, 11510 SW 147 Ave., Miami, FL 33196.

One share.

The names and Post Office addresses of the officers who are to hold office for the first year of the Corporation's existence, or until their successors are elected and qualified are:

Didier Fabien-President  
11510 SW 147 Ave., Miami, FL 33196.

Chantalle Joseph Fabien-Secretary/Treasurer  
11510 SW 147 Ave., Miami, FL 33196.

That the undersigned, desiring to organize under the laws of the State of Florida, with its principal office and place of business as indicated herein at:

11510 SW 147 Ave., Miami, FL 33196  
has designated Edward Waltermann, Esq., whose address is 9010 SW 137 Ave., Miami, FL 33186 as its agent to accept Service of Process within this state.

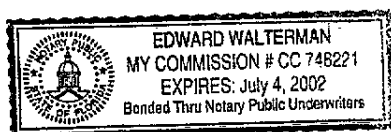
Witness the hand and seal of said incorporator this 17th day of January, 2001.

  
DIDIER FABIEN

State of Florida) )  
County of Dade ) SS

Before me, the under signed authority, personally appeared DIDIER FABIEN to me personally known to be the person who executed this Certificate of Incorporation, and he acknowledged that he executed same for the purposes therein expressed.

Witness my hand and seal this 17th day of January, 2001.



  
Notary Public State of Florida

ACCEPTANCE OF RESIDENT AGENT

The undersigned hereby acknowledges being designated as  
Resident Agent for:

24KT Properties, Inc.  
and accepts said appointment.

Dated: January 17, 2001.



EDWARD WALTERMAN