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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-05/10/01--01072--017

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MICHAELANGELO FINE JEWELRY, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" 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

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

RECEIVED
01 MAY 10 AM 10:52
DIVISION OF CORPORATION
FILED
01 MAY 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
MICHAELANGELO FINE JEWELRY, INC.**

FILED
01 MAY 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: **MICHAELANGELO FINE JEWELRY, INC.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: To engage in any or all lawful activity, agent, broker and any other lawful capacity.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- c: In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- d: To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00. EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to other.

ARTICLE VII - STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the Corporation's initial registered office and principal office is 11401 PINES BLVD., 270-27 A & B, PEMBROKE PINES, FLORIDA 33026 and the name of the initial registered agent of the Corporation at the office is: MARIA GLADYS VASQUEZ.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
MARIA GLADYS VASQUEZ - <i>PRESIDENT</i>	11401 PINES BLVD, 270-27 A & B PEMBROKE PINES, FLORIDA 33026

ARTICLE IX - INCORPORATOR(S)

The names and addresses of the person(s) signing these Articles are:

NAME	- ADDRESS
MARIA GLADYS VASQUEZ	11401 PINES BLVD., 270-27 A&B PEMBROKE PINES, FLORIDA 33026

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this _____ day of May, 2001

Maria G. Vasquez
Maria Gladys Vasquez

STATE OF FLORIDA
COUNTY OF DADE

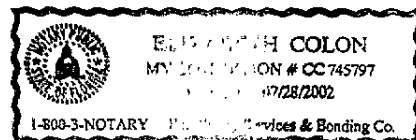
BEFORE ME, the undersigned authority, personally appeared **MARIA GLADYS VASQUEZ**, who is to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

() who is personally known to me or () who has produced _____
as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, the 9th day of May, 2001.

Elizabeth Colon
NOTARY PUBLIC, STATE OF FLORIDA

PRINT NAME:



HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:
MICHAELANGELO FINE JEWELRY, INC., AT THE PLACE DESIGNATED IN THESE
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.

DATE THIS 9th DAY OF May, 2001.

Maria G. Vasquez
(REGISTERED AGENT)
MARIA GLADYS VASQUEZ

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01 MAY 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA