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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
2003 MAY 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SPAIN EARRINGS, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

5-29-03

ARTICLES OF INCORPORATION

OF

SPAIN EARRINGS, CORP.

Article I

Name

The name of this corporation is: Spain Earrings Corp.

Article II

Principal Office Address

The mailing address of the Corporation is: 14 N.E. 1st Avenue, Suite 1402
Miami, Fl. 33132

Article III

Capital Stock

This corporation shall have the authority to issue 1000 shares of common stock with a par value of \$1.00 per share.

Article IV

Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V

Initial Registered Office and Agent

The name and address of the registered agent of the Corporation is:

Antonio A. Naranjo Capitán
14 N.E. 1st Avenue, Suite 1402
Miami, Fl. 33132

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Article VI
Incorporator

The name and address of the incorporator is:
KEVIN GUANAGA, P.A.
KEVIN C. GUANAGA, ESQ.
P.O. BOX 160665
MIAMI, FLORIDA 33116-0665

Article VII
Initial Board of Directors

The name and address of the initial director of this corporation is:

Antonio A. Naranjo Capitán
14 N.E. 1st Avenue
Suite 1402
Miami, Fl. 33132

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Article VIII
Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article IX
Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 30, 2003.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of May, 2003.



KEVIN C. GUANAGA, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

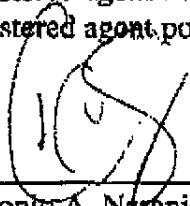
Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is: Spain Earrings Corp.

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

Antonio A. Naranjo Capitán
14 N.E. 1st Avenue, Suite 1402
Miami, Fl. 33132

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Antonio A. Naranjo Capitán
By Kevin C. Guanaga as attorney-in-fact

Date: May 28, 2003

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2003 MAY 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA