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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

FLORIDA PROFIT CORPORATION OR P.A.

VALERIO JEWELRY CORP.

Certificate of Status	0
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03 OCT 20 AM 8:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 OCT 20 AM 8:06

ARTICLES OF INCORPORATION
OF
VALERIO JEWELRY CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: VALERIO JEWELRY CORP.

The principal place of business of this corporation shall be: 5886 SW 25TH STREET
MIAMI, FLORIDA 33155.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 500 SHARES AT \$1.00

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

1. MARGARITA VALERIO
5886 SW 25TH STREET
MIAMI, FLORIDA 33155

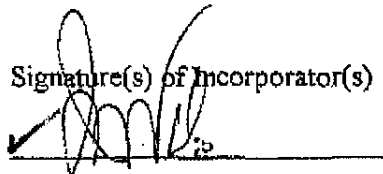
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) or the incorporator(s) to this articles of incorporation is(are):

MARGARITA VALERIO
5886 SW 25TH STREET
MIAMI, FLORIDA 33155

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 17 day of OCTOBER, 2003 .

Signature(s) of Incorporator(s)

A handwritten signature in black ink, appearing to read 'Margarita Valerio', is written over a horizontal line. The signature is stylized with large, flowing loops.

ARTICLES OF INCORPORATION FILING FEE:

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03 OCT 20 AM 8:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

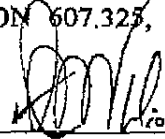
1. The name of the corporation is : VALERIO JEWELRY CORP.

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

MARGARITA VALERIO
(P.O.BOX NOT ACCEPTABLE)
5886 SW 25TH STREET
(CITY/STATE/ZIP CODE)
MIAMI, FLORIDA 33155

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

10/17/03