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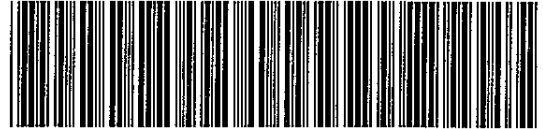
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07-07-04

Rosemarie Bacallao, P.A.

Wachovia Bank Building
Suite 315
1699 Coral Way
Miami, Florida 33145

Rosemarie Bacallao, Esq.

Telephone: (305) 858-7452

Fax: (305) 856-1959

June 29, 2004

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32314

RE: Articles of Incorporation of **HAYDEE JEWELRY, CORP.**

Dear Gentleman or Madam:

Enclosed please find our office account check in the amount of \$78.75, as per detail below, and original and two copies of the Articles of Incorporation of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,



ROSEMARIE BACALLAO, ESQ.

\$ 35.00 - Filing Fees
8.75 - Certified Copy
35.00 - Registered Agent Designation
\$ 78.75

ARTICLES OF INCORPORATION

OF

HAYDEE JEWELRY, CORP.

ARTICLE I NAME

The name of the corporation shall be:

HAYDEE JEWELRY, CORP.

ARTICLE II DURATION

This Corporation shall have perpetual existence.

ARTICLE III PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of common stock without par value.

ARTICLE V INITIAL REGISTERED AGENT OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

935 S.W. 6th Street, Apt. No. 1
Miami, Florida 33130

The name of the initial registered agent of this corporation at that address is:

HAYDEE GONZALEZ

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TALLAHASSEE, FLORIDA

ARTICLE VI MAILING ADDRESS

The mailing address of the corporation is:

935 S.W. 6th Street, Apt. No. 1
Miami, Florida 33130

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and post office address of the members of the Board of Directors are:

NAME

ADDRESS

HAYDEE GONZALEZ

935 S.W. 6th Street, Apt. No. 1
Miami, Florida 33130

ORELIO GONZALEZ

935 S.W. 6th Street, Apt. No. 1
Miami, Florida 33130

ARTICLE VIII INCORPORATORS

The name and post office address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

HAYDEE GONZALEZ

935 S.W. 6th Street, Apt. No. 1
Miami, Florida 33130

ARTICLE IX AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

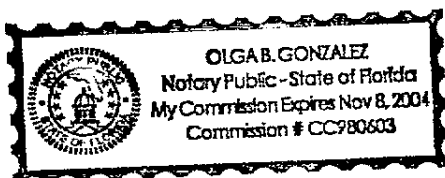
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29th day of June, 2004.


INCORPORATOR: HAYDEE
GONZALEZ

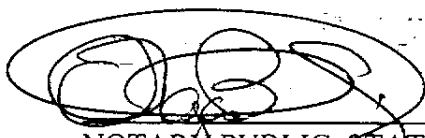
STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared **HAYDEE GONZALEZ**, known to me and known to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, he/she has hereunto set his/her hands and affixed his/her official seal, in the State and County aforesaid, that I relied upon the following form(s) of identification of the above-named person(s): Personally Known and that an oath (was) (was not) taken, this 29th day of June, 2004.



My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation 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.



HAYDEE GONZALEZ
Registered Agent

Dated: June 29, 2004