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FLORIDA PROFIT CORPORATION OR P.A.

THE GOLD PALACE JEWELRY, INC

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ARTICLES OF INCORPORATION

THE GOLD PALACE JEWELRY, INC

This is to certify that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

THE GOLD PALACE JEWELRY, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be translated and carried on, are to do any and all of the things herein mentioned, fully and to the same extent as a natural person might or could do, viz :

a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and /or personal property of every name money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection there with.

b) To engage in and carry on any business or businesses every act or deed pertaining there to, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country.

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c) To do any and all things necessary, suitable, useful, proper or admissible for the admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

a. That the main business of the corporation is as follows:

JEWELRY STORE, PAWN SHOP

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 1000 shares of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law.

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ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be:

1171 W 68 STREET HIALEAH, FL 33014

With the privilege, however, of having branch offices or places of business at any other place or places within or without the States of Florida, or in foreign countries.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 2 directors initially, whose number may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the PRESIDENT, SECRETARY & TREASURY who subject to the provisions of the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
JOSE LUIS ALFONSO	PRESIDENT	7370 SW 12 TH STREET MIAMI, FL 33144
MARITZA ALFONSO	SECRETARY AND TREASURER	7370 SW 12 TH STREET MIAMI, FL 33144

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ARTICLE VII
INCORPORATIONS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE LUIS ALFONSO	7370 SW 12 TH STREET MIAMI, FL 33144
MARITZA ALFONSO	7370 SW 12 TH STREET MIAMI, FL 33144

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders

ARTICLE X
NAME AND ADDRESS OF SUSCRIBERS
AND NUMBER OF SHARES

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names:

JOSE LUIS ALFONSO	7370 SW 12 TH STREET MIAMI, FL 33144	501 SHARES
MARITZA ALFONSO	7370 SW 12 TH STREET MIAMI, FL 33144	499 SHARES

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ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation:

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

This corporation designates as Registered offices:

1171 W 68 STREET HIALEAH, FL 33014

This corporation designates as Registered agent

JOSE LUIS ALFONSO

IN WITNESS WHEREOF, we, the undersigned, being all the original subscribers to the capital stock here in before named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file their Articles, hereby declaring and certifying that the facts herein stated are true, and to respectively agree to take the number of share of stock here in before set forth, and accordingly, have hereunto set our hands and seals this 30 day, of SEPTEMBER, 2004

Jose Luis Alfonso (SEAL)
JOSE LUIS ALFONSO

Maritza Alfonso (SEAL)
MARITZA ALFONSO

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STATE OF FLORIDA)

: SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, qualified to take acknowledgments and administer oaths, personally appeared:

JOSE LUIS ALFONSO AND MARTZA ALFONSO

to me well know, and know to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to laws, they made and subscribed the same for the uses and purposes therein expressed and set forth.

WITNESS my hand and official seal a Miami, Dade County, Florida, this 30 day of.

SEPTEMBER, 2004

NOTARY PUBLIC, STATE OF FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in
compliance with said Act:

FIRST That THE GOLD PALACE JEWELRY, INC.

desiring to organize under the laws of the State of FLORIDA

with its principal office, as indicated in the articles of incorporation at City of MIAMI

County of DADE State of FLORIDA has named JOSE LUIS ALFONSO Located at 171 W 68
STREET HIALEAH, FL 33014

(Street address and number of building, Post office not accepted)

City of MIAMI County of DADE

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNED BY DESIGNATED AGENT)

Having been named accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

BY Jose Luis Alfonso
(RESIDENT AGENT)

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