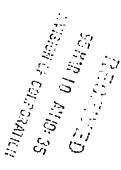
DDD 19625 FILED STORE OF MAR 10 MILLION OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC. (Hequestor's Name) 890 S.W. 87 AVENUE #16 800001430608 -03/15/95--01089--016 ****122.50 ****122.50 (Address) MIAMI, 33174 (305)552-5973 FLORIDA (City, State, Zip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY (904)385-6735 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 1. POPULAR JEWELERS, INC. (Corporation Name) (Document #) (Corporation Name) (Document #1 (Corporation Name) (Document #) Pick up time 2100 Certified Copy Mail out Will wait Certificate of Status irector

AMENDMENTS
Amendment
Resignation of R.A., Officer/Di
Change of Registered Agent
Dissolution/Withdrawal
Merger

 OTHER FILNGS
Annual Report
 Fictitious Name
Name Reservation
 †

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
 Reinstatement
 Trademark
Other



ARTICLES OF INCORPORATION

SECRETARY OF STATE

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation, providing for the formation, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation is:

POPULAR JEWELERS, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is "To engage in any lawful business activity for which corporations may be incorporated under the Florida General Corporation Act."

ARTICLE IV

The aggregate number of shares which the corporation is authorized to be issued is 500. Such shares shall be of a single class (capital stock), shall be \$1.00 par share par value, and shall be known as Section 1244 Stock such stock term is defined in the Internal Revenue Code.

ARTICLE V

The whole or any part of the capital stock shall be payable either in lawful money of the United States or in property, labor or services insofar as permitted from time to time by the laws of the State of Florida, the value of such property, labor or services to be determined by the Board of Directors.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall be at least FIVE HUNDRED DOLLARS (\$ 500.00).

Five hundred shares issued and outstanding.

ARTICLE VII

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

12250 S.W. 17th Lane, #103

Miami, FL 33175

The initial Register Agent at such address is:

Felix A. Fiallo

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation is/are 2. The names and addresses of these person(s) who are to serve as members of the initial Board of Directors are:

Felix A. Fiallo

12250 S.W. 17th Lane #103

Miami, Florida 33175

Maria C. Fiallo

12250 S.W. 17th Lane #103

Miami, Florida 33175

ARTICLE IX

The name and addresses of each Incorporator of these Articles of incorporation is/are as follows:

Felix A. Fiallo

50%

12250 S.W. 17th Lane #103

Miami, Plorida 33175

Maria C. Fiallo

50%

12250 S.W. 17th Lane #103

Miami, Florida 33175

ARTICLE X

The corporation shall at all times have any corporate powers enumerated in the General Corporation Act of Florida.

EXECUTED by the undersigned at Midmi, Dade County, Florida this 9th day of March, 1995.

(SEAL

Felix A. Fiallo

Maria del C. Frade (SEAL

Maria C. Fiallo

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Felix A. Fiallo and Maria C. Fiallo, to me known to be the person(s) described in the foregoing Articles of Incorporation, and he signed the same for the purposes therein set forth.

WITNESS my hand and official seal this 9th day of March, 1995.

Notary Public

My commission expires:

FERNANDEZ

OFFICIAL NOTARY SEAL
COMMISSION NO. CC031341
MY COMMISSION EXP. MAIL 24,1995

-5-

Certificate designating place of business or domicile for the services of process within Florida, naming agent upon who process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that POPULAR JEWELERS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 12250 S.W. 17th Lane \$103, Miami, Florida 33175, has named Felix A. Fiallo, located 12250 S.W. 17th Lane, \$103, Miami, Florida 33175, as its agent to accept service of process within Florida.

TITLE PRESIDENT

DATE

3(9)95

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.

SIGNATURE Selej G. Frais-DATE 3/9/95

FILED

95 NAR 10 24 II: C

SECRETARY OF STATE