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SECRETARY OF STATE
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ARTICLES OF INCORPORATION OF CARIFFERN EXPRISES, INC.

95 MAY -3 PH 12:

The undersigned subscriber to these Articles of TANDARDASSE, PLOR hereby forms a corporation under the laws of the State of Plorida.

ARTICLE I.

The name of this corporation is:

CARIBBEAN BARRINGS, INC.

The corporate mailing address for the corporation is: 14 M.E. Pirst Avenue, Suite 506, Miami, Florida 33132.

ARTICLE II.

The general nature of the business to be transacted by this corporation is the design, manufacture and sale of jewelry and any other lawful businesses. It shall have every corporate power granted by the Florida legislature.

ARTICLE III.

The maximum number of shares which this corporation is authorized to have outstanding at any time is one hundred (100) shares of no par value stock.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE Y.

The street address of the initial registered office of this corporation is: Caribbean Barrings, Inc., 14 N.E. First Avenue, Suite 506, Miami, Florida 33132, and the name of the initial registered agent of this corporation at that address is Tatiana Salinas.

MANA PLEIN AVE- STE. 128

Lisa Heller Green, esq. Fl. Bar no. 2.93431 14 n.e. 154 avenue Suite 1205 Meame, fl. 33132 (808) 358,53441

MATICLE VI.

The corporation shall have two (2) directors 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 two. The names and addresses of the initial directors and officers of this corporation are:

Tatiana Salinas' President

14 M.E. First Ave., Suite 506 Miami, Plorida 33132

Tarael Salines Vice President/Secretary

14 N.E. First Ave., Suita 506 Miami, Florida 33132

ARTICLE VILL

The name and address of the person signing these articles is:

Tatiana Salinas

14 N.E. First Ave., Suite 506

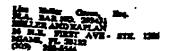
Nismi, Florida 33132

ARTIGLE VIII.

Each shareholder shall have the precaptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rate share of any authorised and unissued and Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE IX.

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner new or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.



IN WITHESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of May, 1995.

Tatiana Bulinas

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared Tatiana Salinas, personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed three Articles of Incorporation for the purposes therein expressed, and she did not take an oath.

IN WITHESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this ______ day of May, 1995.

Printed or Stamped Commission Name

TAL BAR NO. SMC11 BERLING AND EASTAN H HE STATE AND EASTAN H ME STATE AND STEE 1205 MICHAEL JT. MINN CERTIFICATE DESIGNATING REGISTERED 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, Plorida Statutes, the following is submitted, in compliance with said Act:

That CARIBBEAN REPRINCE, INC., desiring to organise under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Minni, County of Dade, State of Florida, has named Tatiana Salinas, located at 14 N.E. First Avenue, Suite 506, Minni, Florida 33132, City of Minni, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

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