

1200 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



network

PRESIDENTIAL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 621330 115423A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 16, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 621330

CUSTOMER NO: 115423A

CUSTOMER: George Louis Garcia, Esq
GEORGE LOUIS GARCIA, ESQ

Suite 205
807 Southwest 25th Avenue
Miami, FL 33135

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-06/16/95--01043--007
****122.50 ****122.50

DOMESTIC FILING

NAME: METRO GOLD JEWELRY, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN JUN 16 1995

FILED
95 JUN 16 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
METRO GOLD JEWELRY, INC.**

FILED
95 JUN 16 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is METRO GOLD JEWELRY, INC.

Article II - Purpose

This corporation is organized for the purposes of buying and selling jewelry and all other services allowed by law.

Article III - Capital Stock

This corporation is authorized to issue \$100 shares of US\$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This corporation may not issue more than one class of stock.

**Article IV - Principal Office and Initial Registered
Office and Agent**

The street address of the principal office and initial registered office of this Corporation, which are the same, and the name and address of the initial registered agent is:

George L. Garcia, Esquire
807 S.W. 25 Avenue, #205
Miami, FL 33135
305/649-3322

Article VI - Board of Directors

The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The following persons are directors of the Corporation until their successors are elected, and have qualified in accordance with the applicable laws of the United States and Florida:

<u>Name</u>	<u>Address</u>
Orlando Horta, Jr. President/Secretary	1 N.E. 1st Street, #9 Miami, FL 33132

Article VII - Incorporators

The name and address of the initial incorporator (s) of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Orlando Horta, Jr.	1 N.E. 1st Street, #9 Miami, FL 33132

Article VIII - Powers

The Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

Article X - Indemnification

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, or employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprises which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorneys' fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Article XI - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of June, 1995.


Incorporator/Director

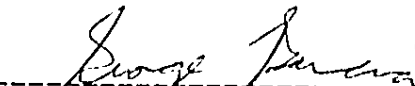
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me by
and affiant is personally known to me, this 15th day of June, 1995.

My Commission expires:



GEORGE L. GARCIA
MY COMMISSION # CC 186078 EXPIRES
APRIL 2, 1996
BONDED THRU THOMSON INSURANCE, INC.


Notary Public, State of Florida
At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Law Offices of George Louis Garcia, P.A. at the place designated in the Articles of Incorporation, George L. Garcia agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1981), relative to keeping open such office until such times he shall notify the corporation of his resignation.

Dated

6/15/95


George L. Garcia, Esq.