

3/21/96

FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: LYNN FREEMAN  
PHONE: (305) 358-2571  
FAX: (305) 358-7832

((H96000004114)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRAZILIAN FIRST, INC.  
FAX AUDIT NUMBER: H96000004114  
DATE REQUESTED: 03/21/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 3  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:04:28  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 070744001530

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TALLAHASSEE, FLORIDA

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1196-04114

## ARTICLES OF INCORPORATION

### ARTICLE I

#### NAME

The name of the Corporation is : BRAZILIAN JEWELRY, INC.

### ARTICLE II

DURATION: The Corporation shall exist in perpetuity.

### ARTICLE III

PURPOSE: The Corporation is organized for the purpose of transacting any or all lawful business.

### ARTICLE IV

CAPITAL STOCK: The Corporation is authorized to issue 5000 shares of One Dollar (\$1.00) per value common stock which shall be designated "Common Shares"

### ARTICLE V

RIGHTS OF SHARE OF CAPITAL STOCK: The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the articles shall be construed to allow cumulative voting of shares.

### ARTICLES VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street of the initial registered Agent and Registered principal office of the Corporation is:

MARLEY BROWNSTEIN  
1523 WASHINGTON AVE  
MIAMI BEACH, FLORIDA 33139

CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

1196-04114  
ACE INDUSTRIES, INC.  
84 NW 11th Street  
Miami, FL 33136

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First that BRAZILIAN FIRST 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 Beach, County of Dade, State of Florida, has named MARLEY BROWNSTEIN, located at 1523 WASHINGTON AVENUE., Miami Beach, Florida 33139, City of Miami Beach, 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 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: K. Marley Brownstein  
MARLEY BROWNSTEIN

MARLEY BROWNSTEIN  
1523 WASHINGTON AVE  
MIAMI BEACH, FL 33139

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS:** The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The name and address of the initial Director is:

MARLEY BROWNSTEIN  
1523 WASHINGTON AVE.  
MIAMI BEACH, FL 33139

**ARTICLE VIII**

**INCORPORATION:** The name and address of the person signing this articles is

MARLEY BROWNSTEIN  
1523 WASHINGTON AVE.  
MIAMI BEACH, FL 33139

**ARTICLE IX**

**BY LAWS:** The power of adopt, alter, ammend or repeal the By-Laws shall be vested in the Directors.

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ARTICLE X

INDEMNIFICATION : The Corporation shall indemnify any officer and or director or any former officer and or director to the full extent permitted by law.

ARTICLE XI

COMMENCEMENT OF CORPORATE EXISTENCE : Corporate existence shall be deemed to commence on 3-21-96

IN WITNESS WHEREOF, The undersigned suscriber has executed these Articles of Corporation on 3-21-96

*Marley Brownstein*  
MARLEY BROWNSTEIN

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared, MARLEY BROWNSTEIN, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on March 21, 1996

*[Signature]*  
NOTARY PUBLIC, STATE OF FLORIDA  
COMMISSION NO. CC14019  
MY COMMISSION EXPIRES JULY 1997

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