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RAYMOND A. PEREZ
6204 NORTHWEST 194 STREET
HIALEAH, FLORIDA 33015

May 1, 1996

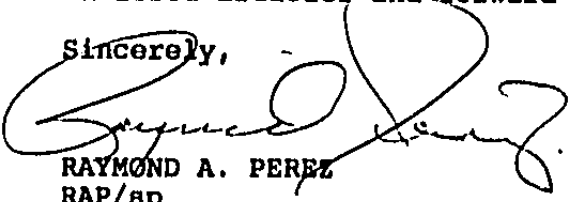
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: LA ESTRELLA JEWELRY, INC. (The Star Jewelry, Inc.)

Gentlemen:

Enclosed please find original Articles of Incorporation and one copy, and my check in the amount of \$122.50. Please file the enclosed articles and forward me a certified copy.

Sincerely,


RAYMOND A. PEREZ
RAP/sp
Encl.

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ARTICLES OF INCORPORATION
OF LA ESTRELLA DE RAY JEWELRY, INC.
(The Star Of Ray Jewelry, Inc.)

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is LA ESTRELLA DE RAY JEWELRY, INC. (The Star Of Ray Jewelry, Inc.)

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be the time of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is 552 Hialeah Drive, Hialeah, Florida 33010.

ARTICLE VIII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the initial director of the corporation is:

Raymond A. Perez, Director, President
6204 Northwest 194 Street
Hialeah, Florida 33015

ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION

Raymond A. Perez
6204 Northwest 194 Street
Hialeah, Florida 33015

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


RAYMOND A. PEREZ

STATE OF FLORIDA :
:
COUNTY OF DADE :

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared RAYMOND A. PEREZ, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he subscribed to those Articles of Incorporation.

WITNESS, my official seal in the County and State aforesaid, this 2nd day of May, 1996.


Notary Public State of Florida
at Large

My commission expires:

GLADYS MARIA TORRAS
Notary Public State of Florida
No. CC420148
Commission Expires March 8, 1998

CERTIFICATE OF RESIDENT AGENT
OF LA ESTRELLA JEWELRY, INC.
(The Star Jewelry, Inc.)
Of Ray

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That LA ESTRELLA JEWELRY, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates RAYMOND A. PEREZ, whose address is 6204 Northwest 194 Street, Hialeah, Florida 33015, as its registered 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 provisions of said Act relative to keeping open said office.


RAYMOND A. PEREZ
Registered Agent