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ELVIN L. MARTINEZ

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2508 W. TAMPA BAY BLVD.
SUITE A
TAMPA, FLORIDA 33607

January 31st 1997

Secretary State of Florida
Corporation Division
409 E. Gaines Street
Tampa, FL 32399

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-02/04/97--01109--005
***122.50 ***122.50

Re: R.C. GOLD FILLED CORPORATION, INC.

Dear Sirs

Enclosed please find original and copy of Articles of
Incorporation to be filed with your department.

Also enclosed please find our escrow check in the amount
of \$122.50 filing fee.

Please expedite this matter and return AS SOON AS POSSIBLE.

Sincerely,

Elvin L. Martinez
ELVIN L. MARTINEZ

FILED
97 FEB -3 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 2/5

ARTICLES OF INCORPORATION
OF

R.C.GOLD FILLED CORPORATION, INC.

FILED
97 FEB -3 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators, natural persons, competent contract, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is:

R.C.GOLD FILLED CORPORATION, INC.

ARTICLE II
NATURE OF BUSINESS

The Corporation is authorized to engage in conducting jewelry business, and all other lawful business and any other transactions permitted under the laws of the United States and the State of Florida.

The Corporation shall have as many branches as may be deemed necessary.

ARTICLE III

CAPITAL STOCK

The Corporation shall be authorized to issue shares of common stock.

The maximum number of shares of common stock that the Corporation is authorized to have outstanding at any time is (100) shares, of no par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the stockholders of the Corporation at any regular or special meeting.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business is not less than five hundred (\$500.00) Dollars.

ARTICLE V
TAX OPTIONS

A. The Corporation, and the parties hereto, may take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code and the regulation issued thereunder.

B. The Corporation, and the parties hereto, are authorized to execute such documents as is necessary to qualify the corporation as a small business corporation under SUB CHAPTER S of the Internal Revenue Code Section 1372.

ARTICLE VI
TERM OF EXISTENCE

The Corporation shall have perpetual existence which shall commence at the time of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE VII
ADDRESS OF CORPORATION

The initial street address of the principal office of the corporation is: 1537 E. 7th Avenue, Tampa, FL 33605.

The Board of Directors may, from time to time, designate such other address and place for the principal office of the Corporation as it may deem fit.

ARTICLE VIII
MANAGEMENT

The number of directors of this Corporation shall be no less than one.

The number of directors may be increased, or decreased from time to time, by the By-Laws adopted by the stockholders but shall never be less than one. Directors need not be stockholders.

ARTICLE IX
BOARD OF DIRECTORS

There shall be two Directors as the first Board of Directors. The name of the members of the first Board of Directors who shall serve until the first annual meeting, or until a successor shall have been elected and qualified are:

NAME:	ADDRESS:	OFFICE:
RAUL RODRIGUEZ	1537 E. 7th Avenue, Tampa, FL 33605	PRESIDENT
CARIDAD RODRIGUEZ	1537 E. 7th Avenue Tampa, FL 33605	SECRETARY-TREASURER

ARTICLE X
INCORPORATORS

The name and address of the Incorporators of the Corporation are:

RAUL RODRIGUEZ	1537 E. 7th Avenue, Tampa, FL 33605
CARIDAD RODRIGUEZ	1537 E. 7th Avenue, Tampa, FL 33605

ARTICLE XI
REGISTERED AGENT

The Registered Agent and initial Registered Office upon whom process may be served is:

RAUL RODRIGUEZ
1537 E. 7th Avenue,
Tampa, Florida 33605


ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be proposed by the stockholders and approved at the stockholder's meeting by majority vote of those stockholders entitled to vote thereon unless all stockholders sign a written statement manifesting their intention regarding a certain amendment to these Article of Incorporation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of January, 1997.


RAUL RODRIGUEZ

(SEAL)


CARIDAD RODRIGUEZ

(SEAL)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 24th day of January, 1997, by RAUL RODRIGUEZ and CARIDAD RODRIGUEZ, who are personally known to me.


NOTARY PUBLIC

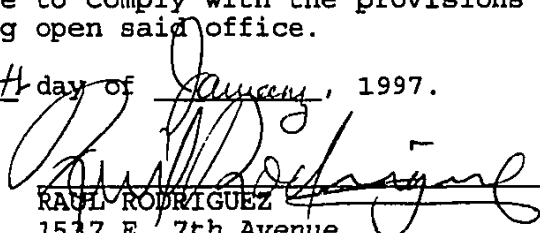


TERESA M. SANCHEZ
MY COMMISSION # CC309690 EXPIRES
August 17, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGEMENT AND ACCEPTANCE OF RESIDENT AGENT

The undersigned, RAUL RODRIGUEZ of 1537 E. 7th Avenue, Tampa, Florida 33605, having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, hereby agree and accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Dated this 24th day of January, 1997.


RAUL RODRIGUEZ
1537 E. 7th Avenue
Tampa, FL 33605

FILED
97 FEB -3 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA