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PETER O. BRICK & ASSOCIATES

Attorneys at Law

9436 Regency Park Blvd.
Port Richey, Florida 34668
Phone: (813) 847-3121
Fax: (813) 846-9362

April 30, 1997

DIVISION OF CORPORATIONS

Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: CARDONA-CARIBE, INC.

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-05/05/97--01102--007
****122.50 ****122.50

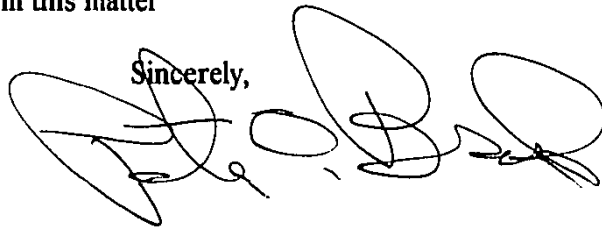
Dear Sir/Madam:

Attached please find the Articles of Incorporation for the above-referenced corporation together with my check in the amount of \$122.50 to cover the cost of filing and return of one certified copy.

Please file and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter

Sincerely,



PETER O. BRICK

POB/lr
Enclosures

FILED
97 MAY -5 AM 11:11
SECTION 1
TALLAHASSEE, FLORIDA

4/30/97

ARTICLES OF INCORPORATION
OF

CARDONA-CARIBE, INC.

FILED

97 MAY -5 AM 11: 12

SECRET
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **CARDONA-CARIBE, INC.** The mailing address of the corporation shall be: **9436 Regency Park Blvd., Port Richey, FL 34668**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

- (a) The business shall be, including but not limited to: MANUFACTURE, IMPORT AND/OR SELL JEWELRY AND FASHION ACCESSORY ITEMS, AND ANY AND ALL OTHER RELATED SERVICES;
- (b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States; and

- (c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9436 Regency Park Blvd., Port Richey, FL 34668, and the name of the registered agent of this corporation is: **Peter O. Brick**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Four (4) director(s) 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 Four (4). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Ben Feinsod	505 Northern Blvd., Suite 209
	Great Neck, NY 11021
Alfred M. Elam	9492 U.S. Highway 19
	Port Richey, FL 34668
Edward Streim	505 Northern Blvd., Suite 209
	Great Neck, NY 11021
Peter O. Brick	9436 Regency Park Blvd.
	Port Richey, FL 34668

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Alfred M. Elam	9492 U.S. Highway 19
	Port Richey, FL 34668
Peter O. Brick	9436 Regency Park Blvd.
	Port Richey, FL 34668

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation are as follows:

NAME	ADDRESS	SHARES
Ben Feinsod	505 Northern Blvd., Suite 209	165
	Great Neck, NY 11021	
Alfred Elam	9492 U.S. Highway 19	165
	Port Richey, FL 34668	
Edward Streim	505 Northern Blvd., Suite 209	165
	Great Neck, NY 11021	
Peter O. Brick	9436 Regency Park Blvd.	165
	Port Richey, FL 34668	
Held in Treasury		340

ARTICLE IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Ben Feinsod	505 Northern Blvd., Suite 209
President	Great Neck, NY 11021
Alfred M. Elam	9492 U.S. Highway 19
Chairman	Port Richey, FL 34668
Edward Streim	505 Northern Blvd., Suite 209
Treasurer	Great Neck, NY 11021
Peter O. Brick	9436 Regency Park Blvd.
Secretary	Port Richey, FL 34668

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII - SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as Subchapter "S" corporation.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of April, 1997.


Alfred M. Elam
Incorporator

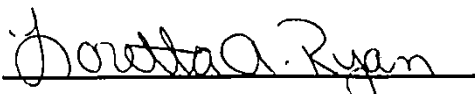

Peter O. Brick
Incorporator

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 29th day of April, 1997 by Alfred M. Elam and Peter O. Brick who are personally known to me.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, Esq.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
(813) 847-3121
Florida Bar No: 150039





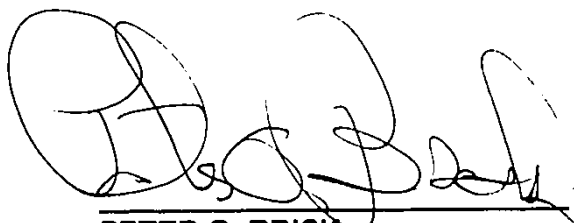
REGISTERED AGENT

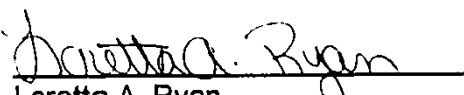
The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **CARDONA-CARIBE, INC.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 9436 Regency Park Blvd., Port Richey, FL 34668. The address of the Registered Agent is: 9436 Regency Park Blvd., Port Richey, FL 34668.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida this 29th day of April, 1997.

Signed, sealed and delivered
in the presence of:


Sharon D. Staffon


PETER O. BRICK


Loretta A. Ryan

State of Florida
County of Pasco

FILED
97 MAY -5 AM 11:12
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 29th day of April, 1997 by **Peter O. Brick** who is personally known to me.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, ESQ.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
(813) 847-3121
Florida Bar No: 150039

