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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: CAPRICAN JEWELRY COMPANY
AUDIT NUMBER.....H9700007768
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**ARTICLE OF INCORPORATION
OF
CAPRICAN JEWELRY COMPANY**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE ONE

THE NAME OF THE CORPORATION . CAPRICAN JEWELRY COMPANY

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS CONNECTED WITH Jewelry Company
- 2 TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.
3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 1000 SHARES . SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00

Prepared by Brito & Brito Accounting, Inc.

407 Lincoln Road suite 5B
Miami Beach, Florida 33139
(305) 534-9292

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : **Luis G. Brito 407 Lincoln Rd Suite 5-B Miami Beach, FL 33139** AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:
Luis G. Brito

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS **One(1)** THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Albert Kaziev 1 NE North Miami Avenue # 17 Miami, FL 33132
SECRETARY Albert Kaziev
TREASURER Albert Kaziev
VICE-PRE. Albert Kaziev

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:
Albert Kaziev 1 WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS
12 DAY OF May 1997


INCORPORATOR

Albert Kaziev

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED Albert Kaziev KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF

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INCORPORATION.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON 12 DAY OF May 1997.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.


REGISTERED AGENT

Luis G Brito

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
Luis G. Brito _____, KNOW TO BE AND KNOW BY ME TO
EXECUTED THE FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON
12 DAY OF May 1997

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

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