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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SUSANA MIYASHIRO, INC.

AUDIT NUMBER.....H97000011883

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION  
OF  
SUSANA MIYASHIRO, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

SUSANA MIYASHIRO, INC.

ARTICLE II

The general nature of the business to be transacted shall be a fashion house, Jewelry sales, and manufacture and otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 50000 shares of common stock of \$.50 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution ratable as their holdings may appear upon the stock record of the corporation.

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GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

FL. BAR NO.: 694-290

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ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of (1) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the 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:

SUSANA MIYASHIRO	President
950 SW 104 Ct, C-301	
MIAMI, FL 33174	

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be SUSANA MIYASHIRO and the registered agent's office of this corporation shall be Susana Miyashiro, Jewelers Exchange 7161 SW 117 Ave, Miami, Florida 33173.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of this corporation branch shall be 7161 SW 117 Ave, Miami, FL 33173 offices may be maintained at such places in the State of

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Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this Corporation. The books and records shall be available to shareholders during business hours.

ARTICLE IX

The name and post office address of the Subscribers of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
Susana Miyashiro	950 SW 104 CT, C-301 MIAMI, FL 33174	25,000
Gerald Engel	901 NW 22 Ave Miami, FL 33125	25,000

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscribers have hereunto set their hands and seals in the County of Dade, State of Florida, before me on this 13 day of July, 1997.

SWORN TO AND SUBSCRIBED before me on this 13 day of July, 1997.

  
Susana Miyashiro, PRESIDENT (SEAL)  
Identification DL # M260-782-73-917-1

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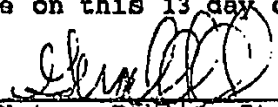
STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Susana Miyashiro known to be the person who executed the foregoing Certificate of Incorporation of Susana Miyashiro, INC., and she acknowledged before me that they have executed the same for the purpose therein set forth.

SWORN TO AND SUBSCRIBED before me on this 13 day of July, 1997.



COMMISSION # CC 480717  
EXPIRES JUL 21, 1999  
EDWARD THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public, State of Florida

MY COMMISSION EXPIRES:

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

  
SUSANA MIYASHIRO

Prepared by:

GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

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