

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE ELEGANT FANTASY CORP.

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is :

THE ELEGANT FANTASY CORP.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned, fully and to the same extend as a natural person might or could do, viz :

a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and/or personal property of every name and nature, including stocks and securities of other corps., and to loan money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any usefull business in connection therewith .

b) to engage in and carry on any business or businesses every act or deed pertaining ther to , either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country .

c) to do any and all things necessary, suitable, useful, proper or admissable for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts therof, if not inconsistent with the laws under which this corporation is organized .

d) that the main business of the corporation is as follows :

RETAIL OF JEWELRY

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be 300 shares of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawfull money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors .

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than THREE HUNDRED DOLLARS (300.00)

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law .

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation Shall be :

3709 N.W. 7 STREET. CENTRAL PLAZA S/C. MIAMI, FL. 33126

with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries .

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 2 directors initially, whose number

may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the PRESIDENT / SECRETARY who subject to the provisions of

the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows :

NAME -----	OFFICER -----	ADDRESS -----
JUAN A. JIMENEZ SANCHEZ	SECRETARY	211 S.W. 18TH AVE. # 7 MIAMI, FL. 33135
MILAGROS PERAZA	PRESIDENT	1955 S.W. 5TH AVE. MIAMI, FL. 33129

ARTICLE VIII

INCORPORATORS

The names and addresses of the persons signing these articles are :

JUAN A. JIMENEZ SANCHEZ

211 S.W. 18TH AVE. # 7
MIAMI, FL. 33135

MILAGROS PERAZA

1955 S.W. 5TH AVE.
MIAMI, FL. 33129

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders

ARTICLE X

NAME AND ADDRESS OF SUSCRIBERS
AND NUMBER OF SHARES

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names :

JUAN A. JIMENEZ SANCHEZ

211 S.W. 18TH AVE. # 7
MIAMI, FL. 33135

150 SHARES

MILAGROS PERAZA

1955 S.W. 5TH AVE.
MIAMI, FL. 33129

150 SHARES

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation .

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

This corporation designates as Registered offices :

1955 S.W. 5TH AVE. MIAMI, FL. 33129

This corporation designates as Registered agent :
MILAGROS PERAZA

IN WITNESS WHEREOF, we, the undresigned, being all the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file ther Articles, hereby declaring and certifying that the facts herein stated are true, and to repectively agree to take the number of shares of stock hereinbefore set forth, and accordingly, have hereunto set our hands and seals this 28 day of JULY , 1997 .


----- (SEAL)
JUAN A. JIMENEZ SANCHEZ


----- (SEAL)
MILAGROS PERAZA

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

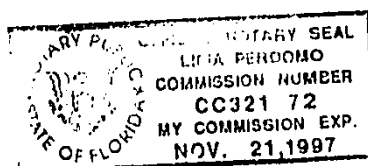
BEFORE ME, the undersigned authority, qualified to take
acknowledgments and administer oaths, personally appeared :
JUAN A. JIMENEZ SANCHEZ & MILAGROS PERAZA

to me well known, and known to me to be the individuals described in and
who executed the foregoing Articles of Incorporation, and each of them
acknowledged before me, according to laws, they made and subscribed the
same for the used and purposes therein expressed and set forth .

WITNESS my hand and official seal a Miami, Dade County, Florida,
this 28 day of JULY 1997 .



NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is
submitted, in compliance with said Act :

FIRST----- That THE ELEGANT FANTASY CORP.

desiring to organize under the laws of the State of FLORIDA

with its principal office, as indicated in the articles of incorporation
at City of MIAMI County of DADE

State of FLORIDA has named MILAGROS PERAZA

located at 1955 S.W.. 5TH AVE. MIAMI, FL. 33129

(Street address and number of building, Post office not accepted)
City of MIAMI County of DADE

State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDMENT : (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place desinated 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.

BY

Milagros Peraza

(RESIDENT AGENT)

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