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Division of Corporations
New Filing Dept.
409 Gaines Street
Tallahassee, FL 32399

September 8, 1997

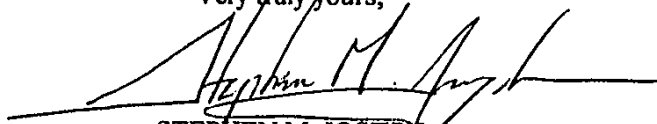
RE: NEW FILING: Articles of Inc. for ANGELA'S COLLECTION, INC.

Attention: Filing Clerk:

Please find enclosed within the Articles of Incorporation and one copy for ANGELA'S COLLECTION, INC.. Additionally enclosed is check number 0181 in the amount of Seventy and 00/100 (\$70.00) Dollars for the filing fee.

Your anticipated attention to this matter is appreciated.

Very truly yours,


STEPHEN M. JOSEPH

Encl: Articles of Inc.
Check No. 0181

FILED
97 SEP 15 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 16 1997

**ARTICLES OF INCORPORATION
OF
ANGELA'S COLLECTION, INC.**

FILED
97 SEP 15 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **ANGELA'S COLLECTION, INC.** The address of the principal office of this corporation shall be 5721 S. W. 25th Street, Hollywood, Florida 33023 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business including but not limited to the design, creation, manufacture, marketing, distribution and sales (on all levels) of jewelry and home decorative items and all related activities as permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

ARTICLE III. OFFICERS AND DIRECTORS

The officers of this corporation shall be as follows: Angela Alvero shall serve as President, Vice President, Secretary and Treasurer.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a \$1.00 par value per share as issued.

ARTICLE V. ADDRESS

The street address of the registered office of the corporation shall be 9345 Northeast 6th Avenue, Suite 401, Miami Shores, Florida 33138, and the name of the registered agent of the corporation at that address is STEPHEN M. JOSEPH, Esq..

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

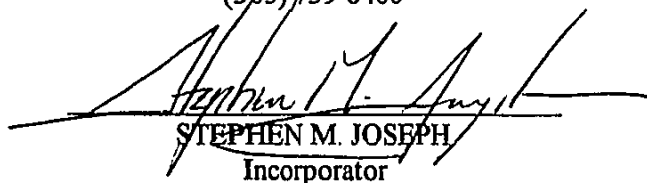
ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of section 1244 of the Internal Revenue Code, [sub chapter S "IRC, 26 U. S. C. 1361, et. seq.] and shall take all actions necessary to obtain and maintain its status as an sub chapter "S" corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

STEPHEN M. JOSEPH, ESQ.
ATTORNEY AT LAW
9345 NORTHEAST 6TH AVENUE
SUITE 401
MIAMI SHORES, FLORIDA 33138
(305) 759-8400

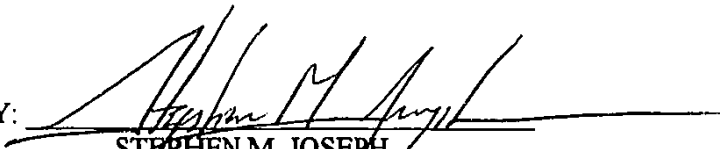

STEPHEN M. JOSEPH
Incorporator

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal STEPHEN M. JOSEPH, on this 20th day of August, 1997.

**ACCEPTANCE OF REGISTERED AGENT AS DESIGNATED IN
ARTICLES OF INCORPORATION:**

STEPHEN M. JOSEPH, ESQ., an individual practicing law in this State, having a business address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY:


STEPHEN M. JOSEPH
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA