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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ARIEL'S JEWELRY NO.2, INC.
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ARTICLES OF INCORPORATION
OF

ARIEL'S JEWELRY NO.2, INC.

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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 the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: ARIEL'S JEWELRY NO.2, INC.
INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

Prepared by:

Carlos C. Lopez-Aguilar, P.A.
Florida Bar No. 206393
2300 Coral Way, Suite 100
Miami, Fl 33145. (305) 856-7777

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ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 8334 S.W. 8th Street, Miami, Florida 33144.

The board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 2300 Coral Way, Miami, Florida 33145.

H97000020380

Page 2 of 6

H97000020380

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ARIEL ACOSTA	President and Secretary	15745 S.W. 46th Terrace Miami, Florida 33185

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

H97000020380

Page 3 of 6

H97000020380

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
ARIEL ACOSTA	15745 S.W. 46th Terrace Miami, Florida 33185	100


ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
this 9th day of December, 1997.

ARIEL'S JEWELRY NO. 2, INC.
Corporation,

A Florida


ARIEL ACOSTA
President and Secretary (SEAL)

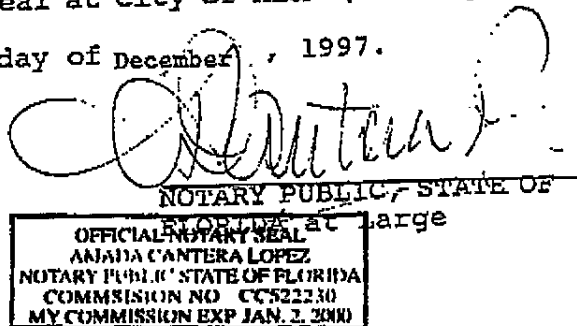
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STATE OF FLORIDA)
)SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared ARIEL ACOSTA, President of ARIEL'S JEWELRY NO2; INC., a Florida Corporation, known to be the person described in and who provided a Florida Drivers License as identification: DL# TOM EWELL KNOWN, who executed the foregoing Articles of Incorporation acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 2nd day of December, 1997.



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, 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 FLORIDA ANNUAL REPORT SERVICES, INC., a Florida corporation located at 2300 Coral Way Suite 200, Miami, Florida 33145, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

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

FLORIDA ANNUAL REPORT SERVICES, INC.


By AMADA CANTERA LOPEZ,
PRESIDENT

H97000020380

Page 6 of 6