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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: NAVEA'S JEWELERS, INC.

AUDIT NUMBER.....H98000006034

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

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TALLAHASSEE FLORIDA

B. McKnight. MAR 30 1998

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ARTICLES OF INCORPORATION
OF
NAVEA'S JEWELERS, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

NAVEA'S JEWELERS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

a) To manufacture, remodel, beautify, purcha, sell all kind and every styles of gems, jewels, etc.

b) Generally, to make and performs contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation; to purchase, sell, operate, repair, own, hold, import, export general merchandise, personal property of every kind, nature and description wheresoever llocated, both tangible and intangible and including choses in action, either as broker, owner or factor.

c) In the purchase, sell or acquisition of general merchandise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, wheter secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purpose, including the acquisition of any other entity.

PREPARED BY
JESUS VALDEZ
ACCOUNTANT
4306 S.W. 7 ST.
MIAMI, FL 33134
Phone 446-0145

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ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue TWO HUNDRED (200) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

Three street and address of the initial registered office of this corporation, which at same time is the mailing address, shall be 117 N. E. 1st Avenue Suite 1501, Miami, County of Dade, Florida 33128, and the name of the initial registered agent is JOSE NAVEA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of director may be increased or diminished from time to time by the BY-LAWS.

The name and address of the initial directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE NAVEA Pres.-Sec.-Treas.	117 N.E. 1st Avenue Suite 1501 Miami, Florida 33128.


ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporation debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of February, 1998.


JOSE NAVEA
Pres.-Secr.-Treas.

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared JOSE NAVEA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

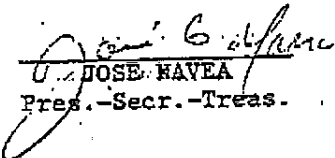
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 17th day of the month of February, 1998.

NOTARY PUBLIC
State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR NAVEA'S JEWELERS, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 17TH DAY OF FEBRUARY, 1998.


JOSE NAVEA
Pres.-Secr.-Treas.

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