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LAW OFFICES

Talbot and Associates

A PROFESSIONAL ASSOCIATION

GEOFFREY TALBOT
CECILIA ARMENTEROS

10800 BISCAYNE BOULEVARD
SUITE 630
MIAMI, FLORIDA 33161
(305) 899-8911

FILED
98 JUN 19 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To whom it may concern:

Enclosed please find the following:

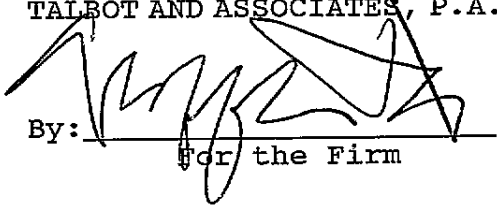
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-06/19/98-01077-016
*****70.00 *****70.00


1. Article of Incorporation for Pearl Imports, Inc.
2. American Express Money Order #0214938, in the amount of \$70.00 (SEVENTY DOLLARS).

Kindly file the same and advise accordingly. Your cooperation in this matter is most appreciated. Please advise if I may be of further service.

Very truly yours,

TALBOT AND ASSOCIATES, P.A.

By: 
For the Firm

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT art 8
DATE 6/22/98
DOC. EXAM T.A.



TA-6/22/98

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is PEARL IMPORTS, INC.

ARTICLE II - LOCATION

The address of the principal office is 10800 Biscayne Boulevard,
Suite 650, Miami, Florida 33161.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the
date of the filing of these Articles with the Department of State.

ARTICLES IV - PURPOSE

This corporation is organized for the purpose of importation and sale
of cultured pearls.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par
value common stock which shall be designated " Common Shares ".

ARTICLE VI - PRE-EMPTIVE RIGHTS

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

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98 JUN 19 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10800 Biscayne Boulevard, #650, Miami, Florida 33161 and the name of the initial registered agent of this corporation at that address is **KENNETH OXSALIDA**.

ARTICLE VIII- BOARD OF DIRECTORS

This corporation shall have 5 Directors constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws.

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
Kenneth Oxsalida	10800 Biscayne Boulevard, #650 Miami, Florida 33161

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - DESIGNATION OF RESIDENT AGENT

Pearl Imports, Inc. hereby designates **KENNETH OXSALIDA**,
10800 Biscayne Boulevard, #650, Miami, Florida as resident agent.

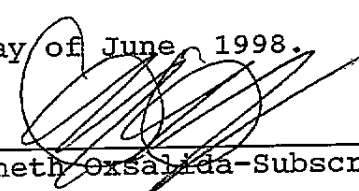
ACCEPTANCE OF RESIDENT AGENT

I am familiar with and hereby accept the duties and
responsibilities as resident agent for Pearl Imports, Inc.



KENNETH OXSALIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 12 day of June, 1998.



Kenneth Oxsalida-Subscriber

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 19 PM 12:56

FILED

STATE OF FLORIDA)

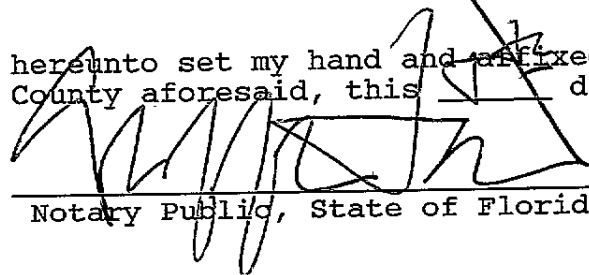
ss:

COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgments in
the State and County set forth above, personally appeared **KENNETH
OXSALIDA**, who produced as identification PERSONALLY KNOWN
and who executed the foregoing Articles of Incorporation without taking
an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 12 day of
June, 1998.

My Commission Expires:



Notary Public, State of Florida

