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PETER SPINDEL, ESQ.
ATTORNEY AT LAW
LAWYER'S PLAZA
2250 SW THIRD AVENUE, SUITE 302
MIAMI, FL 33129-2065

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 10: 21

Examiner's Initials

RP 080498

98 AUG 31 AM 10:21

ARTICLES OF INCORPORATION OF PRECIOUS CREATIONS, INC.

The undersigned incorporator hereby forms a corporation under Title XXXVI, Chapter 607, Florida Statutes.

ARTICLE I. - NAME

The name of the corporation shall be: Precious Creations, Inc. The address of the principal office of this corporation shall be 25798 SW 123rd Court, Miami, Florida, 33032, and the mailing address of the corporation shall be P.O. Box 700015, Miami, Florida 33170.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business, and the objects and purposes to be transacted and carried on by this corporation shall be:

a. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

b. To enter into, make and perform contracts of every kind, or any lawful purpose, without limit as to amount with any person, firm, association, partnership, corporation, cooperative, village, town, city, county, state, territory, nation or government.

c. To purchase or otherwise acquire, and to hold,

own, maintain or otherwise dispose of and deal in land and leaseholds, and hold any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

d. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any other corporation or corporations organized under the laws of the State of Florida or any other state, government or nation, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

e. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, or counted as outstanding for the purposes of any stockholders' quorum or vote.

f. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles

of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III. - CAPITAL STOCK

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

ARTICLE IV. - ADDRESS

The street address of the initial registered office of the corporation shall be 25798 SW 123rd Court, Miami, Florida 33032, and the name of the initial registered agent of the corporation at that address is Leticia Reyna.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation

managed under the direction of the Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Leticia Reyna 25798 SW 123rd Court, Miami, Fl 33032
Director

Joaquina DeJesus Mena 1149B Independence Trail, Homestead,
Director Fl 33034

ARTICLE VIII. - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Leticia Reyna 25798 SW 123rd Court, Miami, Fl 33032
President

Joaquina DeJesus Mena 1149B Independence Trail, Homestead,
Vice President Fl 33034

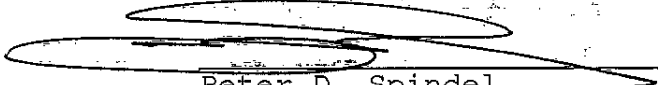
ARTICLE IX. - INCORPORATOR

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

Peter D. Spindel, ESQ. 2250 SW 3rd Ave. #302, Miami, Fl 33129

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 28th day of August, 1998.

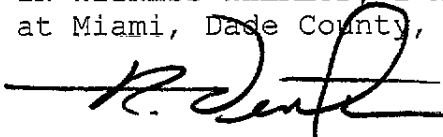
PETER D. SPINDEL, ESQ., 2250 SOUTHWEST 3rd AVENUE, SUITE 302, MIAMI, FLORIDA 33129-2065
TELEPHONE: (305) 854-7900 FACSIMILE: (305) 854-4111


Peter D. Spindel (SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public at Large, duly authorized in the state and county named above to take acknowledgements, personally appeared Peter D. Spindel, who is personally known to me or who has produced as identification and who are subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 28th day of August, 1998.



NOTARY PUBLIC AT LARGE, STATE OF FLORIDA
My Commission CC533862
Expires Feb. 19, 2000

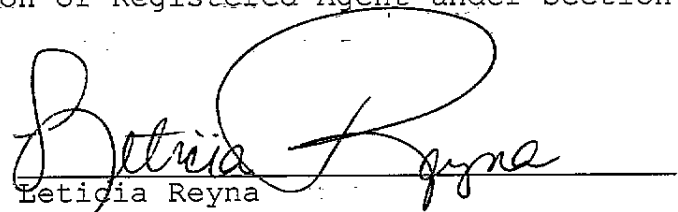
My commission expires _____
Commission No. _____

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ACCEPTANCE BY REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as Registered Agent in the above and foregoing Articles of Incorporation, I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated : August 28th, 1998


Leticia Reyna