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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

REYES DEL MAR JEWELERS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

1/8/99 9:15 AM

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 8, 1999

EMPIRE

SUBJECT: REYES DEL MAR JEWELERS, INC.
REF: W99000000552

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ARTICLES OF INCORPORATION
OF
REYES DEL MAR JEWELERS, INC.

99 JAN -8 PM 12: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the Corporation is REYES DEL MAR JEWELERS, INC., located at 14 NE 1 AVENUE, SUITE 1405, MIAMI, FLORIDA 33132.

ARTICLE II
INITIAL REGISTERED OFFICE

The Initial Registered Office of this Corporation in the State of Florida shall be: FRANCIS X. SANTANA, ESQ., at 28 W. Flagler Street, Suite 400, Miami, FL 33130.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE III
DURATION

The duration of the Corporation is perpetual.

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Prepared By:
Francis X. Santana, Esq.
28 W. Flagler St., Suite 400
Miami, Florida 33130
FL Bar No. 270970
(305)374-1234

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**ARTICLE IV
NATURE OF BUSINESS AND POWERS**

The Corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida.

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be Common Stock of a single class and shall have \$1.00 per value.

**ARTICLE VI
RIGHT OF TRANSFERABILITY**

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

**ARTICLE VII
DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

LUIS REYES, 7600 West 70 Place, Hialeah, Florida 33014;

RICARDO PENTON, 1400 North 74 Terrace, Hollywood, FL 33024;

RAQUEL REYES, 207 East 5 Avenue, Rome, Georgia 30161;

RAUL ALVAREZ, 280 NW 63 Avenue, Miami, Florida 33123

The members of the First Board of Directors shall hold office for the first year of existence

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of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, which occurs first.

**ARTICLE VIII
INCORPORATOR**

The name and address of each incorporator to these Articles of Incorporation is: Francis X. Santana, Esq., 28 W. Flagler Street, Suite 400, Miami, Florida 33130.

**ARTICLE IX
OFFICERS OF THE CORPORATION**

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:

LUIS REYES, President/Secretary, 7600 West 70 Place, Hialeah, Florida 33014;

RICARDO PENTON, Treasurer, 1400 North 74 Terrace, Hollywood, FL 33024;

RAQUEL REYES, Vice President, 207 East 5 Avenue, Rome, Georgia 30161;

**ARTICLE X
AMENDMENT OF BY-LAWS**

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE XI
AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a

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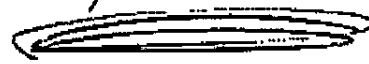
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certain amendment of these Articles of Incorporation be made.

ARTICLE XII
MEETING

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), has/have executed the foregoing Articles of Incorporation on the 6th day of January, 1999.

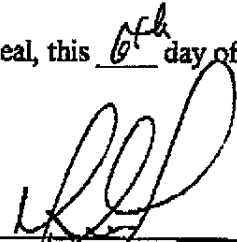


Francis X. Santana, Incorporator

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

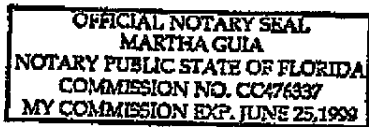
BEFORE ME, the undersigned authority, personally appeared Francis X. Santana, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he personally appeared before me at the time of notarization, and is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have set my hand and seal, this 6th day of January, 1999.



NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:




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

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That REYES DEL MAR JEWELERS, INC., desiring to organize under the Laws of the State of Florida, with its principal office located at 14 NE 1 Avenue, Suite 1405, Miami, Florida 33132, has named: FRANCIS X. SANTANA, ESQ., located at 28 W. Flagler Street, Suite 400, Miami, Florida 33130, as its Agent to accept Service of Process within this State.


Francis X. Santana, Incorporator
DATE: 1/6/99

ACKNOWLEDGMENT

Having been made to accept Service of Process for the abovenamed Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.


Francis X. Santana, Esq., Reg. Agent

99 JAN -8 PM 12: 24p
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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