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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-02/23/99--01047--009

*****78.75 *****78.75

OFFICE USE ONLY

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

1. Seybold Diamond & Jewelry Mall, Inc
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Statute

FILED
 99 FEB 23 PM 1:33
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" 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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

2/23

RECEIVED
 99 FEB 23 AM 11:05
 DIVISION OF CORPORATION

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SEYBOLD DIAMOND & JEWELRY MALL, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

SEYBOLD DIAMOND & JEWELRY MALL, INC.

The address of the initial principal office of this corporation shall be:

36 N.E. 1st Street, Suite 360
Miami, Florida 33132

and the mailing address of the corporation shall be the same.

ARTICLE II
DURATION OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE III
GENERAL PURPOSE

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.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares 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 V
INITIAL REGISTERED OFFICE & RESIDENT AGENT

The street address of the initial registered office of the corporation, and the name of the initial registered agent at that address is as follows:

Kenneth R. Duboff, P.A., a Florida corporation
10920 Biscayne Boulevard
Miami, Florida 33161

ARTICLE VI
INITIAL OFFICER AND DIRECTOR

This corporation shall have one Director, initially. The name and street address of the initial Director and initial Officer who shall hold office for the first year of the corporation's existence, or until successors are elected or appointed is:

Alfredo Castro	Director - President/Sole Officer
36 N.E. 1st Street, Suite 360	
Miami, Florida 33132	

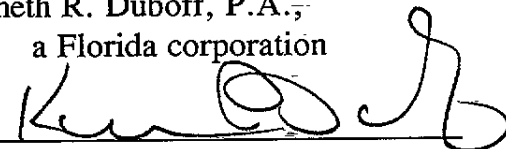
ARTICLE VII
INCORPORATOR OF CORPORATION

The name and street address of the incorporator to these Articles of Incorporation is: Kenneth R. Duboff, P.A., a Florida corporation
10920 Biscayne Boulevard
Miami, Florida 33161

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation has executed these Articles of Incorporation this 16th day of February, 1999

Incorporator

Kenneth R. Duboff, P.A.,
a Florida corporation

By: 
Kenneth R. Duboff, its agent

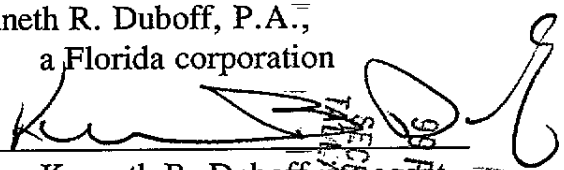
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance of Registered Agent for the above corporation on this 16th day of February 1999.

Resident Agent

Kenneth R. Duboff, P.A.,
a Florida corporation

By: 
Kenneth R. Duboff, its agent

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