

799000030539

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Galle's Corporation
U.S.A.

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

RECEIVED

99 APR -1 AM 10:18

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: es

Name _____

Date 4/1

Time 9:20

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____

99 APR -2 PM 1:44

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

A. Purinton APR -1 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 1, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: GALLE'S CORPORATION U.S.A.
Ref. Number: W99000007845

We have received your document for GALLE'S CORPORATION U.S.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The registered office is listed as two separate locations in Article VI and on the last page. Please make the registered office consistent throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 499A00016606

ARTICLES OF INCORPORATION
OF
GALLE'S CORPORATION U.S.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -2 PM 1:45

ARTICLE I

NAME

The name of this corporation is: GALLE'S CORPORATION U.S.A.

ARTICLE II

DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:
To sell at wholesale and retail items of gold jewelry, plated or otherwise. To manufacture and develop new items of jewelry from gold and or other minerals. To engage in any legal business except those limited by law.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of (\$1.00--) par value common stock, which shall be designated " Common Shares " and NO shares of preferred shares of (\$ NO) per share par value which shall be designated " Preferred Shares ".

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VI

INITIAL Principal OFFICE AND AGENT

The street address of the initial principal office of this corporation is 780 N.W. LeJeune Road, Suite 619, Miami, FL 33126.

and the name of the initial registered agent of this corporation at that address is: JUAN RUBIO

ARTICLE VII

INCORPORATOR(S)

The name(s) and address(es) of the person(s) signing these articles is/are:

NAME:

ADDRESS:

JUAN RUBIO 1230 Capri Street, Coral Gables, FL 33134

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME:

ADDRESS:

Juan Rubio 1230 Capri Street, Coral Gables, FL 33126
Edimar Wildes Alves Brito c/o Juan Rubio, 1230 Capri Street,
Coral Gables, FL 33134

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

RESTRICTIONS ON TRANSFER OF STOCK

Juan Rubio	50%
Edimar Wildes Alves Brito	50%

ARTICLE XI

NAME:

ADDRESS :

Juan Rubio 1230 Capri Street, Coral Gables, FL 33134
Edimar Wildes Alves Brito c/o Juan Rubio, 1230 Capri Street,
Coral Gables, FL 33134

ARTICLE XII

POWERS

This corporation shall have the corporate power:

Page Three

of incorporation.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with §607.141.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal

property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XIII

DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation need not be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIV

DIRECTORS' QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XV

SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XVI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVII

RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XVIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent as provided by law.

ARTICLE XX

ELECTION OF DIRECTORS AND FILLING OF VACANCIES

The directors of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

ARTICLE XXI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate 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 such members of the corporation.

ARTICLE XXII

AMENDMENT

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

ARTICLE XXIII

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

ARTICLE XXIV

REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXV

TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XXVI

SECTION 1244

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation this first day of April, 19 99.

Juan Rubio
Subscriber

Subscriber

Subscriber

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

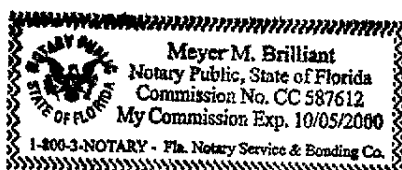
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared
JUAN RUBIO

known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this first day of April, 19 99.

Meyer M. Brilliant
NOTARY PUBLIC, STATE OF FLORIDA
AT-LARGE

My Commission Expires:



CERTIFICATE OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted, in compliance with said Act:

FIRST: That Galle's Corporation U.S.A.

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation, at City of Miami, County of
Dade, State of Florida has named

JUAN RUBIO

located at 1230 Capri Street, Coral Gable, FL 33134

City of Coral Gables, County of

Dade, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this certi-
ficate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open
said office.

By: Juan Rubio

(Resident Agent)
Juan Rubio

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