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EDWARD WALTERMAN

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June 3, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32304

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-06/16/99-01015-006

\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir:

Please find enclosed an original Certificate of Incorporation along with one copy to be certified for the following corporation:

FABIEN'S FAMILY JEWELS, INC.

Together with my check in the sum of \$122.50 covering filing fee, charter taxes, resident agent fees and a certified copy of the Articles of Incorporation.

Very truly Yours,

  
Edward Waltermann

EW/mp

Encl.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 16 PM 1:57

FILED

ajc  
6/15

CETIFICATE OF INCORPORATION

FILED  
99 JUN 16 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, in order to form a corporation for the purpose hereinafter stated, under the laws of the State of Florida, do hereby make, subscribe and acknowledge to the following Certificate of Incorporation.

I.

The name of the Corporation shall be:

FABIEN'S FAMILY JEWELS, INC.

II.

(a) The Corporation shall exercise and enjoy all of the rights, powers and privileges incident to the Corporation for profit organized and existing under and by virtue of the laws and constitution of the State of Florida.

(b) The Corporation shall be entitled to purchase, hold, possess, manage, lease, rent, sell and convey real and personal property of every kind necessary and proper for the business of the corporation.

III.

The authorized capital stock of the Corporation shall consist of 100 shares of ten-cent par value. All stock when issued shall be fully paid and non-assessable. The entire capital stock or any portion thereof may be paid for in cash, property, labor or services for a consideration having a value in the judgment of the Board of Director of the Corporation at least equivalent to the full value of the stock so to be issued.

IV.

The Corporation shall have perpetual existence.

V.

The principal office of the Corporation shall be:

9010 SW 137 Ave., Suite 215, Miami, FL. 33186

VI.

1. The Board of Directors shall consist of not less than one person.
2. The name and address of the Board of Directors who shall hold office for the first year of the Corporation's existence, or until their successors are elected have qualified are:

Edward Waltermann, 9010 SW 137 Ave., Suite 215, Miami, FL. 33186

VII.

The name and address of the subscriber of this Certificate of Incorporation, the statement of the number of shares he agrees to take is:

EDWARD WALTERMAN  
9010 SW 137 Ave., Suite 215, Miami, FL. 33186 – 1 share

The names and Post Office addresses of the officers who are to hold office for the first year of the corporation's existence, or until their successors are elected and qualified are:

Chantalle Joseph Fabien – President  
11510 SW 147 Ave., Bay 5, Miami, FL. 33196

Didier Fabien – Secretary/Treasurer  
11510 SW 147 Ave., Bay 5, Miami, FL. 33196

Kathleen Bolan-Valdes  
My Commission CC599534  
Expires November 7 2000

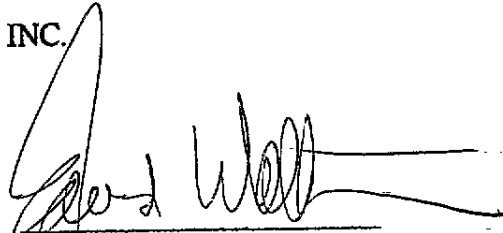
ACCEPTANCE OF RESIDENT AGENT

The undersigned hereby acknowledges being designated as Resident Agent for

FABIEN'S FAMILY JEWELS, INC.

And accepts said appointment.

DATED: 6-14-99

  
EDWARD WALTERMAN

FILED  
99 JUN 16 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA