

PP9000066028

Requestor's Name

from: Berenice Jewellery.
36. ne 1- Str.
Suite 518
Miami Fla. 33132

Office Use Only

NUMBER(S), (if known):

500002929245--0
-07/12/99-01134-002
***70.00 ***70.00

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
 99 JUL 26 PM 3:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

T. BROWN
 Examiner's Initials JUL 26 1999

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~~703 (7/21/99) 455~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 16, 1999

BERNICE PALACIOS
36 NE 1ST STREET, SUITE 518
MIAMI, FL 33131

SUBJECT: BERNICE'S FINE JEWELRY, INC.
Ref. Number: W99000016364

We have received your document for BERNICE'S FINE JEWELRY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VI states there will be two director(s), whereas one is/are listed.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 699A00036590

These are the numbers where I can be reached during working hours.

(305) 375-0780
(305) 375-0781

Clementina Longas
36 N.E. 1st Street #518
Miami Florida
33132

**ARTICLES OF INCORPORATION
OF
BERNICE'S FINE JEWELRY, INC.**

FILED
99 JUL 26 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows:

ARTICLE I. NAME

The name of this corporation is: Bernice's Fine Jewelry, Inc.

ARTICLE II. PURPOSES

The general nature of the business to be transacted by this corporation shall be:

- A) To sell and buy jewelry.
- B) To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.
- C) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors, for the purposes of the Corporation, and which can lawfully be done.
- D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels real, and other property of the corporation, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

E) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

F) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incident to or proper in connection with the carrying on of the business of this corporation.

G) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder hereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds, and other obligations.

H) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.

I) To do all such acts and things as are incident or conducive to the premises.

J) And this Corporation shall have the power to conduct its business in all its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of said corporation, or to promote any of the subjects or objects

for which the corporation is formed.

K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of the State of Florida.

ARTICLE III. DURATION

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is: 100 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the Directors at a meeting called for such purposes.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 36 N.E. 1st Street, #518, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is: Clementina Longas

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have 2 Directors 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. The

name and address of the initial director of this corporation is:

Bernice Palacios
36 N.E. 1st Street, #518
Miami, FL 33131

Clementina Longas
36 N.E. 1st Street,
Miami, Fl 33131

ARTICLE VII. OFFICERS

The corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and agents, as may be deemed necessary. All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles is:

Bernice Palacios
36 N.E. 1st Street, #518
Miami, FL 33131

ARTICLE. IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X. PRINCIPAL OFFICE

At the present time, the principal office of the corporation is:

36 N.E. 1st Street, #518
Miami, FL 33131

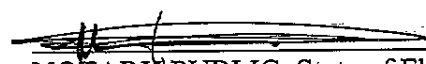
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 30 day of June, 1999.


BERNICE PALACIOS, Incorporator


STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI DADE)

Before me, notary public authorized to take acknowledgments in the state and county set forth above, personally appeared _____, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 9 day of July, 1999.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

 Julian E Huzenman
My Commission CG726439
Expires March 22, 2002

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

99 JUL 26 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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

First -- That BERNICE'S FINE JEWELRY, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Clementina Longas located at 36 N.E. 1st Street, #518, Miami, Florida 33131, City of Miami, County of Miami-Dade, State of Florida, as its Registered 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 certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


CLEMENTINA LONGAS
Registered Agent