

Latin Offices Of
C. Marie Brevitt-Schoop, P.A.
20401 N.W. 2nd Avenue • Suite 220 • Miami, FL 33169
Telephone: (305) 653-6959 • Fax: (305) 653-6442

P99000103165

November 15, 1999

Department of State
Division of Corporation
P.O. box 6327
Tallahassee, Fl. 32314

500003051195--5
-11/22/99--01103--009
*****78.75 *****78.75

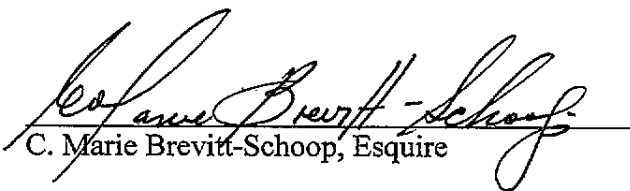
Dear Sir/Madam:

RE: 18K USA, INC.

Enclosed please find check #5644, in the amount of \$78.75 , which represents filing fee for the above referenced corporation.

If you have any questions regarding this matter please call me at (305) 653-6959. Thank you,

Sincerely,


C. Marie Brevitt-Schoop, Esquire

FILED
99 NOV 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-29
WC

ARTICLES OF INCORPORATION

OF

18K USA, INC.

FILED
99 NOV 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is 18K USA, INC.

ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 5,000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

The name of the initial registered agent of this corporation is C. MARIE BREVITT-SCHOOP, ESQUIRE. The street address of the initial registered office of the corporation in the State of Florida is 20401 NW 2ND AVENUE, SUITE 220, MIAMI, FLORIDA 33169 and the principal place of business of the corporation is 6099 Hollywood Blvd., Hollywood, Florida 33024.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

FERNANDO L. DIAZ	PRESIDENT/TREASURER	1300 N. 69 AVENUE HOLLYWOOD, FLORIDA 33024
------------------	---------------------	---

SILVIA DIAZ	V. PRES./SECRETARY	1300 N. 69 AVENUE HOLLYWOOD, FLORIDA 33024
-------------	--------------------	---

VII

INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is C. MARIE BREVITT-SCHOOP, ESQUIRE, 20401 NW 2nd Avenue, Suite 220, Miami, Florida 33169.

ARTICLE VI11

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE 1X

INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14th day of November, 1999.


C. MARIE BREVITT-SCHOOP - Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
16th day of November, 1999 by C. MARIE BREVITT-SCHOOP,
ESQUIRE as the Incorporator of 18K USA, INC., a Florida
corporation, on behalf of the corporation. She is personally known
to me or has produced FL D/L as identification and did (did
not) take an oath.



NOTARY PUBLIC (Signature)
State of Florida, at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JANET WILLIAMS
COMMISSION # CC857699
EXPIRES 7/25/2003
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that 18K USA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 6099 Hollywood Blvd., Hollywood, Florida 33024, has named C. MARIE BREVITT-SCHOOP, ESQUIRE located at 20401 NW 2nd AVENUE, SUITE 220, MIAMI, FLORIDA 33169 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at Place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 14th day of November, 1999.

By: 

C. MARIE BREVITT-SCHOOP, ESQUIRE
Registered Agent

FILED
99 NOV 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Offices Of
C. Marie Brevitt-Schoop, P.A.
20401 N.W. 2nd Avenue • Suite 220 • Miami, FL 33169
Telephone: (305) 653-6959 • Fax: (305) 653-6442

P99000103165

November 15, 1999

Department of State
Division of Corporation
P.O. box 6327
Tallahassee, Fl. 32314

500003051195-5
-11/22/99-01103-009
*****78.75 *****78.75

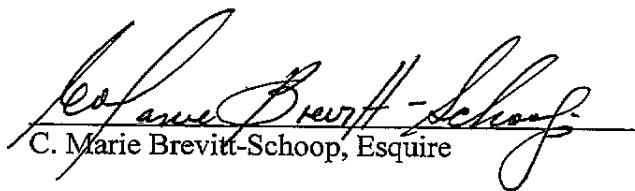
Dear Sir/Madam:

RE: 18K USA, INC.

Enclosed please find check #5644, in the amount of \$78.75 , which represents filing fee for the above referenced corporation.

If you have any questions regarding this matter please call me at (305) 653-6959. Thank you,

Sincerely,


C. Marie Brevitt-Schoop, Esquire

FILED
99 NOV 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-29
WC

ARTICLES OF INCORPORATION
OF
18K USA, INC.

FILED
99 NOV 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is 18K USA, INC.

ARTICLE 11

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 5,000 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

The name of the initial registered agent of this corporation is C. MARIE BREVITT-SCHOOP, ESQUIRE. The street address of the initial registered office of the corporation in the State of Florida is 20401 NW 2ND AVENUE, SUITE 220, MIAMI, FLORIDA 33169 and the principal place of business of the corporation is 6099 Hollywood Blvd., Hollywood, Florida 33024.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

FERNANDO L. DIAZ	PRESIDENT/TREASURER	1300 N. 69 AVENUE HOLLYWOOD, FLORIDA 33024
------------------	---------------------	---

SILVIA DIAZ	V. PRES./SECRETARY	1300 N. 69 AVENUE HOLLYWOOD, FLORIDA 33024
-------------	--------------------	---

VII

INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is C. MARIE BREVITT-SCHOOP, ESQUIRE, 20401 NW 2nd Avenue, Suite 220, Miami, Florida 33169.

ARTICLE VI11

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE 1X

INDEMNIFICATION

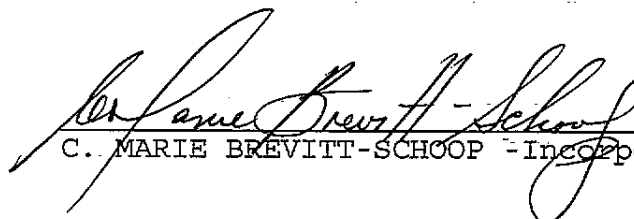
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14th day of November, 1999.


C. MARIE BREVITT-SCHOOP - Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
16th day of November, 1999 by C. MARIE BREVITT-SCHOOP,
ESQUIRE as the Incorporator of 18K USA, INC., a Florida
corporation, on behalf of the corporation. She is personally known
to me or has produced FL D/L as identification and did (did
not) take an oath.



NOTARY PUBLIC (Signature)
State of Florida, at Large

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JANET WILLIAMS
COMMISSION # CC857699
EXPIRES 7/25/2003
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that 18K USA, INC., desiring to organize or qualify
under the laws of the State of Florida with its principal place of
business at 6099 Hollywood Blvd., Hollywood, Florida 33024, has
named C. MARIE BREVITT-SCHOOP, ESQUIRE located at 20401 NW 2nd
AVENUE, SUITE 220, MIAMI, FLORIDA 33169 as its agent to accept
service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at Place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

Dated this 14th day of November, 1999.

By: C. Marie Brevitt-Schoop
C. MARIE BREVITT-SCHOOP, ESQUIRE
Registered Agent

FILED
99 NOV 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA