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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 26 AM 11:15

LAW OFFICES
WILLIAMS, SMITH & SUMMERS, P.A.

380 WEST ALFRED STREET
TAVARES, FLORIDA 32778-3298

CHRISTOPHER J. SMITH
GARY L. SUMMERS
ROBERT Q. WILLIAMS

TELEPHONE:
(352) 343-6655
FAX (352) 343-4267

August 23, 2002

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

Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **ABLE JEWELERS, INC.**

Dear Sir or Madam:

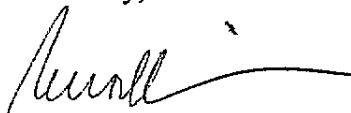
Enclosed are the original and one copy of the Articles of Incorporation for **ABLE JEWELERS, INC.** If the Articles meet with your approval, please file them and return the copy to our office with a stamp showing that it has been filed.

Enclosed is a check to cover the costs of this incorporation, which are as follows:

\$35.00	Filing Fee
8.75	Certificate of Status
<u>35.00</u>	Registered Agent Designation
\$ 78.75	Total

Thank you for your cooperation in this matter.

Sincerely,



Robert Q. Williams

RQW/cap

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ARTICLES OF INCORPORATION

OF

ABLE JEWELERS, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Able Jewelers, Inc. The mailing address and the principal office of the corporation shall be located at 101 West Main Street, Tavares, Florida 32778.

ARTICLE II

DURATION OF THE CORPORATION

The existence of this corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent and office of this corporation are as follows:

Robert Q. Williams
380 W. Alfred Street
Tavares, Florida 32778

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation, but shall never be less than one. The name and address of the person who shall serve as the initial director are as follows:

Charles T. Carter
2985 Westland
Mount Dora, Florida 32757

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation are:

Charles T. Carter
2985 Westland
Mount Dora, Florida 32757

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares

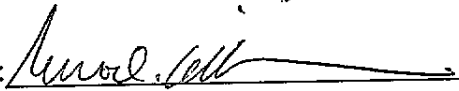
from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

EXECUTED this 23rd day of August, 2002.



Charles T. Carter
Incorporator

I hereby accept appointment as registered agent of Able Jewelers, Inc., and I am familiar with the requirements of Section 607.0505, Florida Statutes.

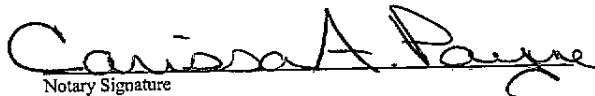
By: 

Robert Q. Williams
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATE OF FLORIDA
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this August 23, 2002, by Charles T. Carter, as the Incorporator, who is personally known to me or, [] who has produced _____ as identification.



Notary Signature



Printed Notary Signature

My Commission Expires:

