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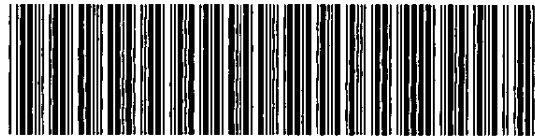
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TALLAHASSEE, FLORIDA  
**FILED**

3/11/08



**FILED**  
08 MAR -6 AM 5:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ALOHA HAWAIIAN JEWELRY, INC.**

The undersigned, acting as incorporator under the provision of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of this Corporation shall be: **ALOHA HAWAIIAN JEWELRY, INC.**

**ARTICLE II – INITIAL ADDRESS**

The address of the initial principle office of the Corporation is: 201 N. HIDDEN TREE DRIVE, ST AUGUSTINE, FL 32086.

**ARTICLE III – PURPOSE**

The Corporation may engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV – STOCK CLAUSE**

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.


**ARTICLE V – EXERCISE OF CORPORATE POWER; OFFICERS**

Exercise of corporate power and management of corporate affairs shall be held by the officers of the Corporation, elected by the Shareholders. The initial officers of the Corporation shall be: MICHELLE A. MOORE, President, 201 N. HIDDEN TREE DRIVE, ST AUGUSTINE, FL 32086.

**ARTICLE VI – REGISTERED AGENT**

The initial Registered Agent and address is: MICHELLE A. MOORE, 201 N.  
HIDDEN TREE DR., ST. AUGUSTINE, FL 32086

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity:*

  
\_\_\_\_\_  
Michelle A. Moore

**ARTICLES VII – INCORPORATOR**

The incorporator and address is:

MICHELLE A. MOORE 201 N. HIDDEN TREE DR., ST. AUGUSTINE, FL  
32086

**ARTICLE VIII – EFFECTIVE DATE; DURATION**

The effective date of the Corporation is to be March 1, 2008. The duration of this Corporation is to be perpetual.

**ARTICLE IX – INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitles to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote herein who did not give their written consent.

## **ARTICLE X – STOCK TRANSFER AGREEMENTS**

If all, or any of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third person, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer mortgage pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

## **ARTICLE XI – FUNDAMENTAL CHANGES**

The affirmative vote of holders of Seventy-Five percent (75%) of the outstanding shares of all classes of stock entitles to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sales, lease or exchange of the major portion of the property or assets of the Corporation;

- (d) Dissolution of the Corporation.

#### **ARTICLE XII – INSPECTION OF BOOKS**

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

#### **ARTICLE XIII – LONG-TERM EMPLOYMENT CONTRACT**

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any of the executive officer under such contracts.

#### **ARTICLE XIV – SHAREHOLDER RELIANCE ON CORPORATE RECORDS**

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount of available for dividends or distributions he considers the assets to be of ample value.

1 **IN WITNESS WHEREOF**, the undersigned, being the Incorporator of this Corporation, executes there Articles of Incorporation and certifies to the truth of the facts herein stated, this 2<sup>nd</sup> day of March, 2008.

*[Signature]*  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF ST JOHNS

BEFORE ME, the undersigned authority, personally appeared Michelle A. Moore to me well known and known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at St. Johns County and State aforesaid, this 2nd day of March, 2008.

*[Signature]*  
Notary Public,  
State of Florida at Large  
My Commission expires:

