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REFERENCE : 459252 80516A

AUTHORIZATION :

Patricia Pyle

COST LIMIT : \$ 122.50

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97 JUL 11 AM 9:38
TALLAHASSEE FLORIDA

ORDER DATE : July 11, 1997

ORDER TIME : 12:49 PM

ORDER NO. : 459252-005

CUSTOMER NO: 80516A

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CUSTOMER: Jill Zimmerman, Legal Asst
KELLEY HERMAN & MILLS

Suite 206
1401 East Broward Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: PAY-LESS JEWELRY FRANCHISING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
97 JUL 11 PM 3:48

DN JUL 14 1997

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FILED

97 JUL 11 AM 8:38

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAY-LESS JEWELRY FRANCHISING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PAY-LESS JEWELRY FRANCHISING, INC.

The address of the principal office of this corporation shall be 2699 East Oakland Park Boulevard, Ft. Lauderdale, Florida 33306, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert B. Dimattina Dir.	2699 East Oakland Park Boulevard Ft. Lauderdale, Florida 33306
Robert Spuck Dir.	Same
Robert A. Dimattina Dir.	Same
Fred Florio Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert B. Dimattina V.Pres.	2699 East Oakland Park Boulevard Ft. Lauderdale, Florida 33306
Robert Spuck V.Pres./Treas.	Same
Larry Gustafson Pres.	Same
Richard A. Mills, III	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 11, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

MIN/wce

WALLMOUTH, FLORIDA
JUL 11 AM 9:38