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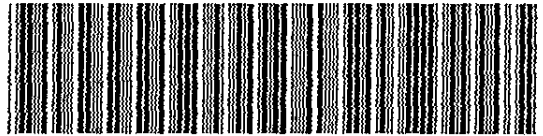
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STATE
TALLAHASSEE FLORIDA

03 SEP 25 PM 1:26

FILED



Thomas L. Montgomery
4044 Drifting Sand Trl.
Destin, FL 32541-3302

September 24, 2003

FLORIDA DEPARTMENT OF STATE
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed for filing are two original signed copies of the Articles of Organization of the Jewelry & Watch Express of Santa Rosa Mall, LLC.

Please file one original and return the other one to me.

The \$125.00 filing fee is enclosed. Please let me know if you have any questions about this matter.

Sincerely,

Thomas L. Montgomery
THOMAS L. MONTGOMERY, CFO
On the Spot Jewelry Repair, Inc.
(850) 217-7495

CC: Mary Michele Henle, President
On the Spot Jewelry Repair, Inc
Jeffrey M. Stephens
Stephens law Firm, P.A.

**ARTICLES OF ORGANIZATION
OF
JEWELRY & WATCH EXPRESS OF SANTA ROSA MALL, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I

NAME

The name of the Limited Liability Company is: Jewelry & Watch Express of Santa Rosa Mall, LLC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Limited Liability Company is: 300 Mary Esther Blvd. #46, Mary Esther, FL 32569.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Limited Liability Company is: 300 Mary Esther Blvd. #46, Mary Esther, FL 32569. The name of the initial registered agent is: Mary Michele Henle.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed Limited Liability Company. All documents executed on behalf of the Limited Liability Company need only be signed by one of the managers. All third parties may rely on documents executed by one of the managers as binding the Limited Liability Company. The initial manager of the Company may be replaced, and additional managers may be added by a vote of the members as more fully set forth in the operating agreement for the Limited Liability Company. The initial managers of the Company are: Mary Michele Henle and Donald Perry Henle.

ARTICLE V

MEMBERS

The initial Member of the Limited Liability Company is: Mary Michele Henle.

ARTICLE VI

LIMITED LIABILITY

The members and managers of the Limited Liability Company shall have limited liability as provided for in the operating agreement and the applicable provisions of the Florida Limited Liability Act.

ARTICLE VII

INDEMNIFICATION

The Limited Liability Company shall indemnify the members and managers of the Limited Liability Company to fullest extent provided by law including, without limitation, the provisions of the operating agreement and the provisions of the Florida Limited Liability Act.

ARTICLE VIII

DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, the Limited Liability Company shall be terminated unless the remaining members unanimously agree to continue the business of the Limited Liability Company.

ARTICLE IX

TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the Limited Liability Company unless prior written consent is obtained by the transferor from all the remaining members.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization as Member and Manager this 23rd day of September, 2003. In accordance with section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

By: _____

Mary Michele Henle, Member and Manager

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in the Articles of Organization for Jewelry & Watch Express of Santa Rosa Mall, LLC, which is as follows: 300 Mary Esther Blvd. #46, Mary Esther, FL 32569. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

In accordance with section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalty of perjury that the facts stated herein are true.

By: _____

Mary Michele Henle, Registered Agent