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February 2, 2000

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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

Subj: Incorporation of MAINWOLD JEWELERS INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,



SUZANNE MAINWOLD

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MAINWOLD JEWELERS INC.

ARTICLE I. NAME

The name of this corporation is

MAINWOLD JEWELERS INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without

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TALLAHASSEE, FLORIDA

issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1875D S. Patrick Dr., Indian Harbour Beach, FL 32937, and the name of the initial registered agent of this corporation at that address is SUZANNE MAINWOLD.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

SUZANNE MAINWOLD
3143 Cauthen Creek Dr.
Melbourne, FL 32934

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1875D S. Patrick Dr., Indian Harbour Beach, FL 32937, and the mailing address of the corporation is 1875D S. Patrick Dr., Indian Harbour Beach, FL 32937.

ARTICLE IX. INCORPORATOR


The name and address of the person signing these articles are:

SUZANNE MAINWOLD
3143 Cauthen Creek Dr.
Melbourne, FL 32934

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

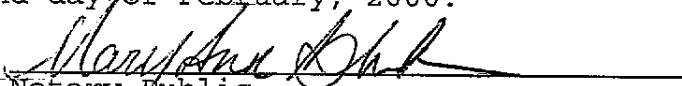
IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 2nd day of February, 2000.

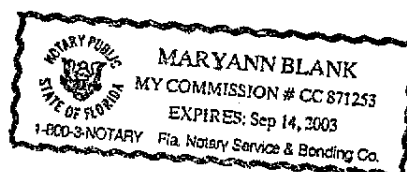

SUZANNE MAINWOLD

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SUZANNE MAINWOLD to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 2nd day of February, 2000.


Notary Public




DESIGNATION
AS
REGISTERED AGENT

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

That MAINWOLD JEWELERS INC., desiring to organize under
the laws of the State of Florida, with its principal office
at 1875D S. Patrick Dr., Indian Harbour Beach, FL 32937, has
named SUZANNE MAINWOLD, located at 1875D S. Patrick Dr.,
Indian Harbour Beach, Brevard County, Florida 32937, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


SUZANNE MAINWOLD
Registered Agent

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TALLAHASSEE, FLORIDA