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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 616118 158334A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -8 PM 1:29

ORDER DATE : March 8, 2000

ORDER TIME : 10:16 AM

ORDER NO. : 616118-005

CUSTOMER NO: 158334A

CUSTOMER: Richard H. Powell, Esq
POWELL & STROM, P.A.
POWELL & STROM, P.A.
92 Eglin Parkway Ne

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Fort Walton Bea, FL 32549-2167

DOMESTIC FILING

NAME: JEWELMARK, 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: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
00 MAR -8 AM 11:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5/3/00

ARTICLES OF INCORPORATION
OF

00 MAR -8 PM 1:29

JEWELMARK, INC.

ARTICLE I

NAME

The name of this corporation shall be JEWELMARK, INC., hereinafter referred to as the corporation.

ARTICLE II

DURATION

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of acquiring commercial real estate and conducting all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his

or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation is 304 Racetrack Road, Fort Walton Beach, Florida 32547, and the mailing address of the corporation is 304 Racetrack Road, Fort Walton Beach, Florida 32547.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 304 Racetrack Road, Fort Walton Beach, Florida 32547, and the initial registered agent of the corporation at that address is MARK L. STIR.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

MARK L. STIR

171 Durango Road
Destin FL 32541

JULIE K. STIR

171 Durango Road
Destin FL 32541

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

MARK L. STIR

171 Durango Road
Destin FL 32541

ARTICLE X

BY-LAWS

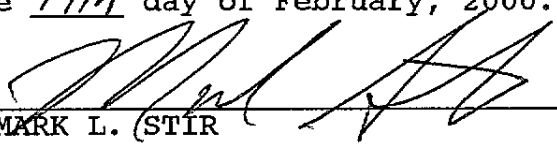
The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 14th day of February, 2000.


MARK L. (STIR

STATE OF FLORIDA
COUNTY OF OKALOOSA

THE FOREGOING INSTRUMENT was acknowledged before me this 14th
day of February, 2000, by MARK L. STIR, who is personally known to
me or who has produced FLORIDA DRIVERS LICENSE as
identification.

WITNESS my hand and official seal this 14th day of February,
2000.

Richard H. Powell
NOTARY PUBLIC
My commission expires:

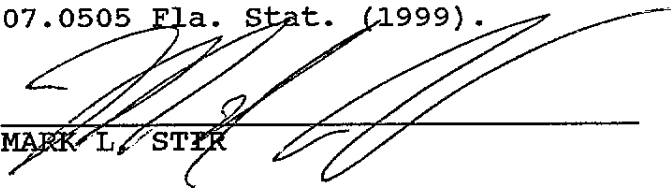


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DEPARTMENT OF CORPORATIONS

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ACCEPTANCE BY REGISTERED AGENT

MARK L. STIR, named as Registered Agent in the foregoing Articles of Incorporation, accepts the appointment as Registered Agent and acknowledges that he is familiar with, and accepts, the obligations provided for in § 607.0505 Fla. Stat. (1999).



MARK L. STIR