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**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 645958 5021572

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 70.00

ORDER DATE : March 30, 2000

ORDER TIME : 8:54 AM

ORDER NO. : 645958-005

200003191392--2

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
THE BUSINESS LAW GROUP
THE BUSINESS LAW GROUP
Suite 200
126 East Jefferson Street
Orlando, FL 32801

DOMESTIC FILING

NAME: OLIVIA'S FINEST JEWELRY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN-STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ellyn Herndon

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 AM 10:52

RECEIVED
00 MAR 31 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF
OLIVIA'S FINEST JEWELRY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 AM 10:52

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

ARTICLE I
Name of Corporation

The name of the corporation is:

OLIVIA'S FINEST JEWELRY, INC.

ARTICLE II
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is 9600 U.S. Highway 192 West, Clermont, Florida 34711. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Angelia Gordon	312 W. First Street Sanford, FL 32771

The incorporator of this corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII
Initial Board of Directors

The corporation shall have one (1) director initially. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Angelia Gordon	312 W. First Street Sanford, FL 32771

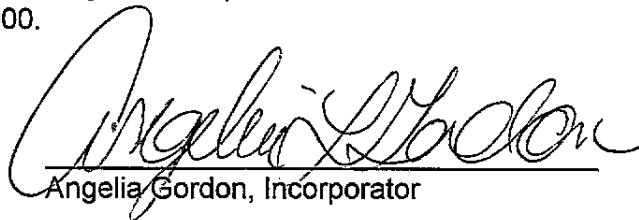
ARTICLE IX
Initial Registered Office and
Registered Agent

The initial designation of the registered office of this corporation is 312 W. First Street, Sanford, FL 32771, and the registered agent at this address is Angelia Gordon.

ARTICLE X
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 25 day of March, 2000.



Angelia Gordon, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT

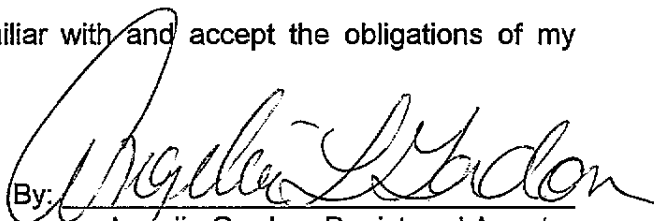
00 MAR 31 AM 10: 52

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That OLIVIA'S FINEST JEWELRY, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 312 W. First Street, Sanford, FL 32771, County of Seminole, State of Florida, has named Angelia Gordon, City of Sanford, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. 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.

By: 
Angelia Gordon, Registered Agent

forms/corp/Olivia's arts