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Lazan, Trute & Robbins

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELLORS AT LAW

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Bay Harbor Island, Florida 33154

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April 20, 2000

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Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

RE: L & R Jewels, Inc.

Ladies and Gentlemen.

Enclosed herewith for filing are two original copies of Articles of Incorporation for the above-referenced corporation, and our check, payable to the order of the Secretary of State of Florida, in the amount of \$87.50, representing the filing fee, Registered Agent's fee, and the fee for one **certified** copy of Articles of Incorporation.

Kindly return to the undersigned a certified copy of the Articles of Incorporation and the Certificate of Incorporation, in the enclosed return envelope.

Thank you for your attention to this matter.

Very Truly Yours,

LAZAN, TRUTE & ROBBINS

By:

Marjorie F. Robbins

MFR/hh
Enclosures

FILED
00 APR 25 AM 9:08
TALLAHASSEE, FLORIDA

APR 27 2000

ARTICLES OF INCORPORATION
OF
L & R JEWELS, INC.

FILED
00 APR 25 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: L & R JEWELS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1090 Kane Concourse
Suite 202
Bay Harbor Islands, Florida 33154

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MARJORIE F. ROBBINS
1090 Kane Concourse
Suite 202
Bay Harbor Islands, Florida 33154

ARTICLE V

PURPOSE

The general nature of the business or businesses to be transacted is as follows:

To engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI

DURATION

This corporation shall exist perpetually.

ARTICLE VII

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 she already holds, shall have the right to purchase her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

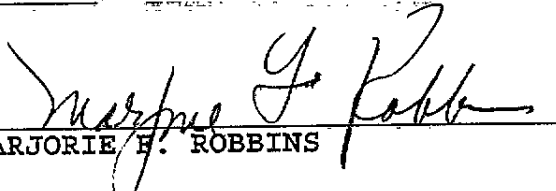
INCORPORATORS

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

MARJORIE F. ROBBINS
1090 Kane Concourse
Suite 202
Bay Harbor Islands, Florida 33154

IN WITNESS WHEREOF, I the undersigned, being the Subscribing Incorporator, have hereunto set my hand and seal for the purpose of

forming this corporation under the Laws of the State of Florida,
this 21 day of April, 2000.


MARJORIE F. ROBBINS

STATE OF FLORIDA
COUNTY OF DADE

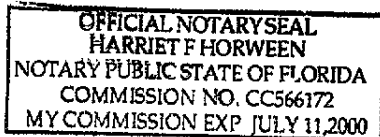
The foregoing instrument was acknowledged before me this 21
day of April, 2000, by MARJORIE F. ROBBINS, as
Subscriber and Incorporator, who is personally known to me or who
has produced her _____ as
identification, and who did take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Sign: 

Print: HARRIET F. HORWEEN

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: L & R JEWELS, INC.
2. The name and address of the Registered Agent and office is:

MARJORIE F. ROBBINS
(NAME)

1090 Kane Concourse, Suite 202
(P.O. BOX NOT ACCEPTABLE)

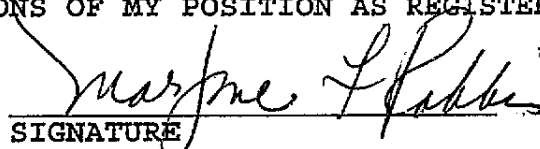
Bay Harbor Islands, Florida 33154
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 25 AM 9:08

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.


SIGNATURE
MARJORIE F. ROBBINS

April 21, 2000
Date