

GERALD W. ADAMS
ATTORNEY AT LAW

MM 25
BARNETT BUILDING
SUMMERLAND KEY, FL
(305) 744-3399

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FASCIMILE: May 12, 2000

305-744-0222

MAIL TO:

POB 420008
Summerland Key
Florida 33042

Secretary of State
Division of Corporations
POB 6327
Tallahassee, FL 32314

Re: Capricorn Jewelry, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the Corporation referenced above, along with two copies and a check in the amount of \$75.00, each. Please execute the Articles of Incorporation and return the appropriate copy to this office.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,



Gerald W. Adams, Esquire
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FILED
2000 MAY 15 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR 5/19

ARTICLES OF INCORPORATION

OF :

CAPRICORN JEWELRY, INC.

FILED

2000 MAY 15 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the Incorporator(s) form a corporation under Florida law.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is: CAPRICORN JEWELRY, INC. with its principal place of business at 425 A Eaton Street, Key West, FL 33040.

ARTICLE II

PURPOSE

The purpose for which this corporation is organized is to conduct any and all business for any and all purposes permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

DURATION

This corporation shall exist perpetually.

ARTICLE V

OFFICERS

(a) The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers serve until the next annual meeting of the Board of Directors unless removed earlier in accordance with the bylaws.

(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

PRESIDENT

Gerald W. Adams
425 A Eaton Street
Key West, Fl 33040

SECRETARY

Gerald W. Adams
425 A Eaton Street
Key West, Fl 33040

ARTICLE VI

DIRECTORS

The corporation shall have one (1) directors. The number of directors shall be prescribed in the bylaws from time to time as adopted by the members. The names and addresses of the director(s) who shall serve until the first election, are as follows:

NAME

ADDRESS

Gerald W. Adams

425 A Eaton Street
Key West, Fl 33040

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: GERALD W. ADAMS, 425 A Eaton St., Key West, Fl 33040.

ARTICLE VIII

BY LAWS

The bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The initial resident agent for this corporation shall be: GERALD W. ADAMS, 425 A Eaton Street, Key West, Fl 33040.

ARTICLE X

AMENDMENTS

An amendment to these articles may be proposed by the Board of Directors and shall be adopted by the Board of Directors by the affirmative vote of at least two thirds of the Directors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation this 12 day of May, 2000


SUBSCRIBER/GERALD W. ADAMS

STATE OF FLORIDA

COUNTY OF MONROE

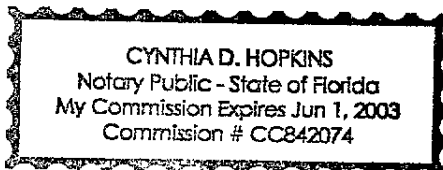
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2000 MAY 15 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me this 12 day of

May, 2000, by GERALD W. ADAMS an individual personally known
to me, or who provided Known as identification.



Cynthia D. Hopkins
Notary Public
Printed name Cynthia D. Hopkins
Commission # CC842074
My Commission Expires: Jun 1, 2003

AFFIDAVIT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the office
designated in the foregoing Articles of Incorporation, the undersigned accepts the
designation.

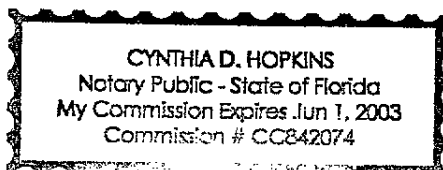
Gerald Adams
GERALD W. ADAMS

STATE OF FLORIDA

COUNTY OF MONROE

SWORN TO AND SUBSCRIBED before me this 12th day of

May, 2000, by GERALD W. ADAMS, an individual personally known
to me, or who provided Known as identification.



Cynthia D. Hopkins
Notary Public
Printed name Cynthia D. Hopkins
Commission # CC842074
My Commission Expires: Jun 1, 2003