

2/21/2001
PO/000019967

DEAR EXAMINER,

IF YOU FIND ANY PROBLEMS
WITH ARTICLES PLEASE CALL ME AT THE
NUMBER BELOW.

1. FILE NEW CORPORATE PAPERS (ARTICLE S OF INC.)
2. NEED CERTIFIED COPY
3. NEED CERTIFICATE OF STATUS

100003748031--5
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*****87.50 *****87.50

I HAVE ENCLOSED A SELF ADDRESSED
FED X ENVELOPE FOR YOU TO RETURN TO
ME ASAP.

THANK YOU

Bryan McCollars

Address 6840 E. FOWLER AVE.
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Deputy Floor

BRYAN MCCOLLARS

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City TAMPA

State FLA ZIP 33617

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T. Burch FEB 22 2001

ARTICLES OF INCORPORATION

for

Solitaire Jewelry & WatchWorks, Inc.

FILED

01 FEB 22 AM 10:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together 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, right, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be Solitaire Jewelry & WatchWorks, Inc.. The principal place for this corporation shall be 6840 East Fowler Ave., Temple Terrace, Hillsborough County Florida, 33617.

ARTICLE II - PURPOSE

This incorporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, The State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The amount of capital stock authorized shall consist of 7,500 shares of common voting stock having a par value of \$1.00 per share payable in lawful money of the United States of America or in other property, tangible or intangible, but not in labor, services or stock, at a just valuation to be fixed by the shareholders, or issued as partly paid when so ordered by the shareholders. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE IV - 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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6840 East Fowler Ave. Temple Terrace, Hillsborough County, Florida and the name of the initial registered agent of this corporation at that address is Bryan K. McCullars.

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

Solitaire Jewelry & WatchWorks shall be managed by its shareholders who shall have all powers of a Board of Directors in addition to their power as shareholders.

ARTICLE VIII - ACTION WITHOUT MEETING

Any action taken by the shareholders of this corporation without a meeting shall nevertheless be active if written consent to the action in question is signed by a majority of the shareholders and filed with the minutes of the proceedings of the corporation and its notice thereof, if required by statute, shall be given to non consenting shareholders as required by law, whether done before or after the action so taken.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Sharon G.W. McCullars, 311 Glen Burnie Ave., Temple Terrace, Hillsborough County, Florida 33617.

ARTICLE X - SUBSCRIBER

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Bryan K McCullars	311 Glen Burnie Ave Temple Terrace, Fl 33617	25
Sharon G.W. McCullars	311 Glen Burnie Ave. Temple Terrace, Fl 33617	25
Bryan K McCullars, Jr	311 Glen Burnie Ave. Temple Terrace, Fl 33617	10
Kendrah B McCullars	311 Glen Burnie. Ave. Temple Terrace, Fl 33617	10

Hilda L McCullars	510 Druid Hills Rd Temple Terrace, Fl 33617	10
Criss Anne Baggard McCullars	311 Glen Burnie Ave. Temple Terrace, Fl 33617	10
Avery G McCullars	311 Glen Burnie Ave Temple Terrace, Fl 3617	10

ARTICLE XI - OFFICERS

The following named persons shall act as officers of this corporation until their successors have been chosen and duly qualified.

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Sharon G.W.McCullars , President	311 Glen Burnie Ave Temple Terrace, Fl 33617
Bryan K McCullars , Vice-President	311 Glen Burnie Ave Temple Terrace, Fl 33617

ARTICLE XII POWERS OF SHAREHOLDERS

The shareholders shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such a place or places as from time to time may be designated by the By-Laws or resolutions of the shareholders, Shareholders may participate in regular meetings by means of conference telephone as provided by law.

ARTICLE XIII - ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by subscription, subject to the laws of the State of Florida.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent of the law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend, alter, modify or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of February, 2001

I hereby accept the duties and responsibilities as registered agent.



Incorporator / Registered Agent