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MARCH 20, 2001

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*****78.75 *****78.75

Florida Department of State
Divisions of Corporations
P.O. Box: 6327
Tallahassee, Florida 32314

FILED
01 MAR 23 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

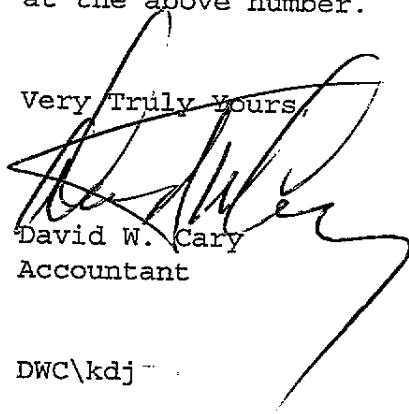
RE: John Michaels's Fine Jewelry Inc.

Gentlemen or Ladies:

Enclosed please find Check #1799 in the amount of
\$ 78.75 to Cover the filing fees of the above Corporation.

Should you have questions, please feel free to contact me
at the above number.

Very Truly Yours,


David W. Cary
Accountant

DWC\kdj

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ARTICLES OF INCORPORATION
OF
JOHN MICHAEL'S FINE JEWELRY INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be John Michael's Fine Jewelry Inc.

ARTICLE II

The general nature of the business, and the objects and purpose to be transacted and carried on, are to do any and all things herein mentioned as fully and to, viz., the corporation may engage in any activity of business permitted under the laws of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

The authorized capital stock of this corporation shall be 500 shares of common stock having a par value of \$ 1.00 per share.

ARTICLE IV

The amount of capital with this corporation shall commence business shall be \$ 2000.

ARTICLE V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

ARTICLE VI

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

NAME

ADDRESSES

Carole Glorioso

1413 E. Cape Coral Parkway

Cape Coral, Florida 33904

The subscribers are over the age of eighteen years and are residents of the State of Florida.

ARTICLE VII

The name and street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

NAME

ADDRESSES

Carole Glorioso

1413 E. Cape Coral Parkway

Cape Coral, Florida 33904

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 Directors, with exact number to be established by the By-Laws.

ARTICLE IX

These Articles of Incorporation may be in the amended in the manner provided by law. Every amendment shall be approved by majority of Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act: John Michael's Fine Jewelry Inc. desiring to organize under the Laws of the State of Florida, with its registered office at 1413 E. Cape Coral Parkway, Cape Coral, Florida 33904 as its agent to accept service of process within this State, his/her name is Carole Glorioso. The principle place of business is 1413 E. Cape Coral Parkway, Cape Coral, Florida 33904.

ARTICLE XI

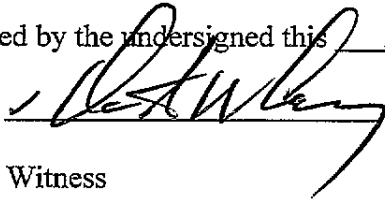
No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as director or officer, except with respect to:

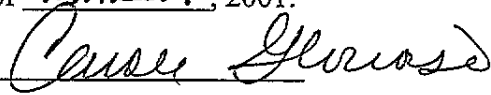
1. A breach of the director's duty of loyalty at the corporation or its stockholders, derived and improper personal benefits.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
3. Liability under Section 607.144 of the Florida General Corporation Law, or
4. A transaction from which the director or officer derived an improper personal Benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

ARTICLE XII – By-Laws

The by laws shall be adopted at the initial stockholders meeting of the Corporation and said by laws may be changed by majority if shares at any annual or shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 19 day of MARCH, 2001.


Witness

✓ 
Carole Glorioso

STATE OF FLORIDA)

LEE COUNTY)

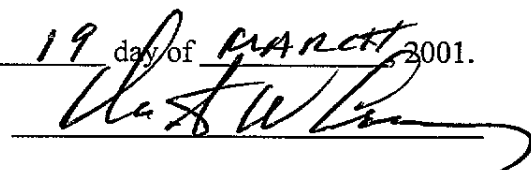
Before me, the undersigned authority, personally appeared Carole Glorioso, to me well known to and known to me to be the person who first being duly sworn by me, deposes and acknowledged before me that he executed the foregoing Articles of Incorporation. DL# _____

SWORN AND TO SUBSCRIBE before me this 19 day of MARCH, 2001.

My commission expires



David W Cary
My Commission CC898472
Expires December 28, 2003



Notary Republic

Acceptance by Registered Agent, the Undersigned being the person named as the initial registered agent of John Michael's Fine Jewelry Inc. hereby accepts such designation and agrees to serve, his/her address is 1413 E. Cape Coral Parkway, Cape Coral, Florida 33904 and his/her name is Carole Glorioso.

Dated this 19 day of MARCH, 2001.

✓ 

Carole Glorioso