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TALLAHASSEE, FLORIDA

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## To:

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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003235  
Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

jewellers arcade int'l, inc.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
JEWELLERS ARCADE INT'L, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

**ARTICLE I  
NAME OF THE CORPORATION**

The name of the corporation is JEWELLERS ARCADE INT'L, INC.

**ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

**ARTICLE III  
PURPOSE OF THE CORPORATION**

The corporation is organized for the purpose of any and all businesses.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson  
ROBINSON & COMPANY  
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial registered agent of this corporation is LISA BENNETT. The street address of the initial registered office of the corporation in the State of Florida is 12501 NW 27<sup>th</sup> AVENUE, STE. #S220, MIAMI, FLORIDA 33167.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director(s) is:

LISA BENNETT

12501 NW 27<sup>th</sup> Avenue, Ste. #S220  
Miami, FL 33167

**ARTICLE VII  
INCORPORATION**

The name and address of the incorporator of these articles of Incorporation is LISA BENNETT,  
12501 NW 27<sup>th</sup> AVENUE, STE. #S220, MIAMI, FLORIDA 33167.

**ARTICLE VIII  
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

**ARTICLE X  
AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the April day of 30<sup>th</sup> 2001.

  
LISA BENNETT

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared LISA BENNETT, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 2 day of May 2001.



Juliet A. Allen  
Commission # 120 006209  
Expires April 13, 2003  
Bonded Three  
Atlantic Bonding Co., Inc.

Juliet A. Allen  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 4-13-05

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that JEWELLERS ARCADE INT'L, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 12501 NW 27th AVENUE, STE.#S220, MIAMI, FLORIDA 33167 has named LISA BENNETT of 12501 NW 27<sup>TH</sup> AVENUE, STE.#S220, MIAMI, FLORIDA 33167, as its agent to accept service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this April 30 day of 30<sup>th</sup>, 2001.

BY Lisa Bennett  
LISA BENNETT  
Registered Agent

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