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FILED
2002 NOV 13 PM 9:26

11-18-02

November 11, 2002


Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Downtown Jewelers, Inc.

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the amount of \$78.75.

Please take care of filing of this corporation and return one certified copy to me.

Thank you



Frank Cafaro
5445 SE 111th Street
Bellevue, FL 34420

Encls. 3

ARTICLES OF INCORPORATION
OF
DOWNTOWN JEWELERS, INC.

FILED
2002 NOV 13 AM 9:25
CLERK OF DISTRICT COURT
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 under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is:

DOWNTOWN JEWELERS, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(A) To do any and all matters pertaining to purchase and sell jewelry, gifts, collectibles and services and repairs for same. To do any and all other matters to enhance the growth and existence of this business.

(B) To improve, buy, sell, exchange, mortgage, rent, lease, invest in, and to borrow money thereon or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal.

(C) To acquire, hold, undertake and fully exploit the goodwill, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise. And to do any and all acts tending to increase the value of the property held by the Company.

(D) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other state, territory, possession and dependencies of the United States, the District of Columbus, and in any and all foreign countries.

(E) To do any and all things, necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto and in general to carry on any lawful business necessary to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in these Articles of Incorporation shall not be deemed to the exclusive, but all other lawful powers conferred by the statutes of the state of Florida are hereby included.

ARTICLE III CAPITAL STOCK

The maximum number of shares of the stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, no par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin is Five Hundred (\$500.00) Dollars.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI ADDRESS

The initial street address of the principal office of the corporation in the State of Florida, is:

5445 SE 111th Street, Belleview, Florida, 34420.

The Board of Directories may from time to time move the principal office to any other address in Florida.

ARTICLE VII DIRECTORS

The corporation shall have not less than one nor more than nine directors, initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Frank Cafaro, 5445 SE 11th Street, Belleview, FL, 34420

Maryann Cafaro, 5445 SE 11th Street, Belleview, FL, 34420

ARTICLE IX SUBSCRIBERS

The names and street addresses of each subscriber of these Articles of Incorporation is:

Frank Cafaro, 5445 SE 11th Street, Belleview, FL, 34420

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by 100% of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation has been made.

The directors of the corporation shall have the power to make or amend the by-laws and to fix any amount to be reserved for working capital.

The private property of the stockholder shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness or such members of the corporation.

ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between stockholders owning at least seventy five (75%) percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provision which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to-wit:

- (1) The manner and method in which the persons by whom directors may be elected;
- (2) Any limitation upon the transferability of assignment of the stock;
- (3) The conferring of preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stocks;
- (4) Any matter relating to effectuating the purposes included in any of the foregoing matters.


Agreements between stockholders shall continue binding upon the corporation until there is filed with each office of the corporation a written instrument signed by the persons who originally created such stockholders' agreement (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE XII ELECTION FOR TAX PURPOSES

At the election of the officers of this corporation, this corporation may be qualified as a Sub Chapter S corporation pursuant to the laws of the United States and the Internal Revenue Service. This provision

shall be applicable only if the business in which the corporation engages qualified for such tax treatment under the laws of the United States.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the state of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares herein above set forth, and hereunto set our hands and seals this 8th day of November, 2002.



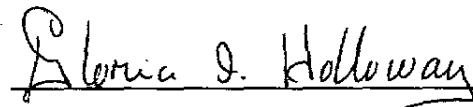
Frank Cafaro (SEAL)

STATE OF FLORIDA

COUNTY OF Marion

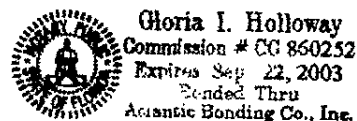
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared Frank Cafaro, known to be the person described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Marion County, Florida, this 8th day of November, 2002.



Notary Public, State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE
SERVED:

IN PURSUANCE OF CHAPTER 48.091 FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST--That DOWNTOWN JEWELERS, INC., desiring to organize under the laws of the State
of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Belleview, County
of Marion, State of Florida, has named Frank Cafaro, 5445 SE 11th Street, Summerfield, FL, 34420 as its
agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated
in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act
relative to being available for process.

By: _____

Frank Cafaro

FILED
2002 NOV 13 AM 9:25
CLERK OF DISTRICT COURT
STATE OF FLORIDA