

PD2000123481

(Requestor's Name)

Downtown Jewelers, Inc.
413 Lake Avenue
Lake Worth, FL 33460

(City/State/Zip/Phone #)

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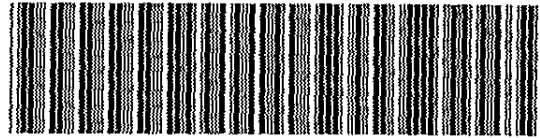
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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

Downtown Jewelers, Inc.

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TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Downtown Jewelers, Inc.

The address of the principal office of this corporation shall be:

413 Lake Avenue
Lake Worth, FL 33460

The mailing address of the corporation shall be:

413 Lake Avenue
Lake Worth, FL 33460

ARTICLE II. PURPOSE

The purpose of the corporation is to engage in the sales and repair of jewelry systems for which corporations may be organized under the provisions of the Corporate Laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street of initial registered office of the corporation shall be 413 Lake Avenue, Lake Worth, FL 33460, and the name of the initial registered agent of the corporation at that address is Michael Carroll.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTIONS

This corporation shall have two officers and two directors, initially. The names and street addressed of the initial officer and director whom shall hold offices for the first year of the corporation, or until their successors are elected of appointed are:

Michael Carroll
Dir./Pres

413 Lake Avenue
Lake Worth, FL 33460

ARTICLE VII. INDEMNITY

Directors of the corporation shall not be be liable to either the corporation or its stockholders for monetary damages for the breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation of its stockholders; (2) acts omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payment of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from the director derived an improper personal benefit.

The effective date of the Certificate of the Incorporation shall be November 12, 2002.

IN WITNESS WHEREOF, the undersigned incorporator causes this Certificate of Incorporation to be executed as of November 12, 2002.


(Incorporator)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, Michael Carroll, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with the accept the obligations of the position of Registered Agent under Section 607.05052, Florida Statutes.


Michael Carroll, President

11/12/02
Date

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