

# P03000023273

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## FLORIDA PROFIT CORPORATION OR P.A.

Giri's Fine Jewelry, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04 5
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02-27-03  
T.B.  
2/26/2003

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**ARTICLES OF INCORPORATION  
OF  
GIRI'S FINE JEWELRY, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

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**ARTICLE I  
Name**

The name of this Corporation is **Giri's Fine Jewelry, Inc.**

**ARTICLE II  
Term of Existence**

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III  
Purpose**

The purpose of this corporation is to engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

**ARTICLE IV  
Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

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**ARTICLE V**  
**Pre-emptive Rights**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

**ARTICLE VI**  
**Initial Registered Office, Agent and Corporation**

The initial street address in Florida of the initial registered office of this Corporation is **970 Spanish Wells Drive, Melbourne, Florida 32940**, and the name of the initial registered agent of this Corporation at that address is **Elaine J. Giri**. The initial address of the Corporation is **970 Spanish Wells Drive, Melbourne, Florida, 32940**.

**ARTICLE VII**  
**Board of Directors**

The initial Board of Directors shall consist of two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

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ELAINE J. GIRI	970 Spanish Wells Drive Melbourne, FL 32940
RONALD GIRI	970 Spanish Wells Drive Melbourne, FL 32940

**ARTICLE VIII**  
**Cumulative Voting**

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

**ARTICLE IX**  
**Incorporator**

The name and address of the initial incorporator is as follows:

ELAINE J. GIRI	970 Spanish Wells Drive Melbourne, FL 32940
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**ARTICLE X**  
**Amendment to Articles**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when

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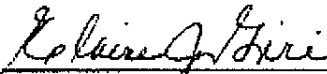
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proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

**ARTICLE XI**  
**Acceptance by Registered Agent**

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 25 day of February, 2003.

  
ELAINE J. GIRI (Seal)  
Incorporator & Registered Agent

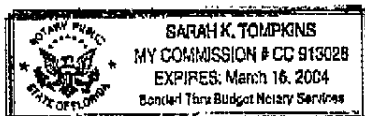
STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Elaine J. Giri, personally known by me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 25<sup>th</sup> day of February, 2003.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



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