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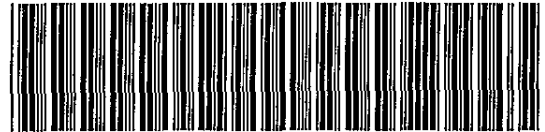
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FILED
2003 JUN 23 AM 10:11
SEC. OF STATE
TALLAHASSEE, FLORIDA

06-26-03
D

June 12, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL., 32314

SUBJECT: Brown Jewelers & Sons, Inc.

Enclosed is an original and a copy of the articles of the incorporation and a check for \$78.75 for filing fee and certificate of status for Brown Jewelers & Sons, Inc.

Yours Truly,

A handwritten signature in black ink, appearing to be 'KB', with a long, sweeping horizontal line extending to the right.

Kenneth Brown

Kenneth Brown
923 Delfino Place
Lake Mary, FL 32746
Phone: (407) 330-0821

FILED

2003 JUN 23 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Brown Jewelers & Sons, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the laws of the Florida Business Corporation Act, hereby adopts the following articles of Incorporation:

**ARTICLE I
Corporate Name**

The name of this corporation shall be **Brown Jewelers & Sons, Inc.**

**ARTICLE II
Nature of Business**

1. The general nature of the corporation shall be sale and or repair of all jewelry, precious metals and stones, etc. and wholesale, retail business activities.
2. This corporation may engage in any activity or business permitted under the laws of the United States and State of Florida.

**ARTICLE III
Principle Office and Mailing Address**

1. The principle place of business shall be: **923 Delfino Place, Lake Mary, FL 32746.**
2. The mailing address of this corporation shall be: **923 Delfino Place, Lake Mary, FL 32746.**

**ARTICLE IV
Shares**

The total number of shares, which the corporation shall have authority to issue, is 100 shares with a par value of \$5.00 per share.

**ARTICLE V
Initial Registered Agent and Address**

The name and address of the registered agent is: **Kenneth Brown, 923 Delfino Place, Lake Mary, FL 32746.**

ARTICLE VI
Directors

The business of the corporation shall be conducted by a Board of Directors consisting not less than (1) director. The names and the addresses of the directors is: **Kenneth Brown, 923 Delfino Place, Lake Mary, FL 32746.**

ARTICLE VII
Incorporators

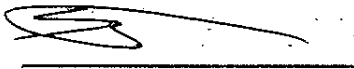
The name and address of incorporators is: **Kenneth Brown, 923 Delfino Place, Lake Mary, FL 32746.**

ARTICLE VIII
Shareholders

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.

The undersigned have executed these articles of corporation this **12th day of June 2003.**

Kenneth Brown

A handwritten signature in black ink, appearing to be 'KB', is written over a horizontal line.

FILED

2003 JUN 23 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

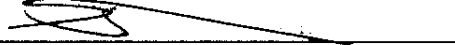
Certificate of designation of registered agent/registered office

Pursuant to the provisions of section 607.0501, Florida statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Brown Jewelers & Sons, Inc.**
2. The name and the address of the registered agent is: **Kenneth Brown, 923 Delfino Place, Lake Mary, FL 32746.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: June 12th, 2003

BY: 

Kenneth Brown
Registered Agent