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LAW OFFICES
of
BRICK & HAMMOND

Peter O. Brick, Esq.
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Port Richey, Florida 34668
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Keith Hammond, Esq.
Attorney at Law

April 13, 2004

DIVISION OF CORPORATIONS
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: T.D. of Pasco, Inc.

Dear Sir/Madam:

Attached please find the Articles of Incorporation for the above-referenced corporation together with my check in the amount of \$78.75 to cover the cost of filing and return of one **certified copy**.

Please file and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter

Sincerely,


PETER O. BRICK

POB/lr
Enclosures

cc: Theresa Recupero
Albert Nerys

ARTICLES OF INCORPORATION
OF
T.D. OF PASCO, INC.

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TALLAHASSEE, FL

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **T.D. OF PASCO, INC.** The mailing address of the corporation shall be: **9492 U.S. Hwy. 19, Port Richey, FL 34668.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) Owning and operating a retail jewelry and manufacturing business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **9492 U.S. Hwy. 19, Port Richey, FL 34668** and the name of the registered agent of this corporation is: **Albert Nerys**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have no less than two (2) director(s) 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 two (2). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Theresa Recupero	7825 Monarch Drive Port Richey, FL 34668
Albert Nerys	17735 Lake Carlton Drive Lutz, FL 33558

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Theresa Recupero	7825 Monarch Drive Port Richey, FL 34668
Albert Nerys	17735 Lake Carlton Drive Lutz, FL 33558

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation are as follows:

NAME	ADDRESS	SHARES
Treasury		none
Reserved for Option		none
Theresa Recupero	7825 Monarch Drive	200
	Port Richey, FL 34668	
Albert Nerys	17735 Lake Carlton Drive	200
	Lutz, FL 33558	

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Albert Nerys	17735 Lake Carlton Drive
President/Treasurer	Lutz, FL 33558
Theresa Recupero	7825 Monarch Drive
Vice-President/Secretary	Port Richey, FL 34668

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.


ARTICLE XII - BY-LAWS

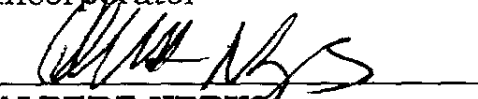
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of April, 2004.


THERESA RECUPERO
Incorporator


ALBERT NERYS
Incorporator

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 12 day of April, 2004 by **Theresa Recupero** and **Albert Nerys**, who are each personally known to me.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, ESQ.

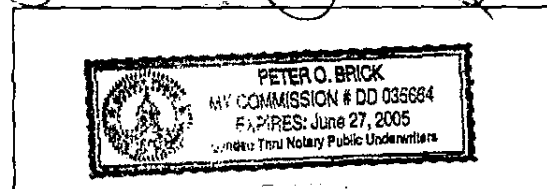
BRICK & HAMMOND

9436 Regency Park Blvd.

Port Richey, FL 34668

(727) 847-3121

Florida Bar No: 150039



REGISTERED AGENT

The undersigned having been designated as Registered Agent for the service of process within the State of Florida upon **T.D. of Pasco, Inc.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is **9492 U.S. Hwy. 19, Port Richey, FL 34668**. The address of the Registered Agent is: **9492 U.S. Hwy. 19, Port Richey, FL 34668**.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida this 12 day of April, 2004.

**Signed, sealed and delivered
in the presence of:**

Loretta A. Ryan
Dan L. Hifford

Albert Nerys
ALBERT NERYS

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 12 day of April, 2004 by **Albert Nerys** who is personally known to me.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, ESQ.

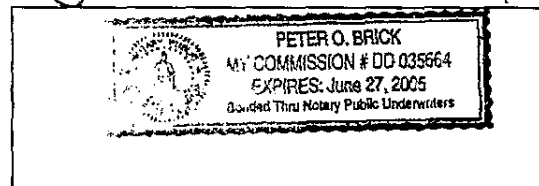
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PORT RICHEY, FLORIDA