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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

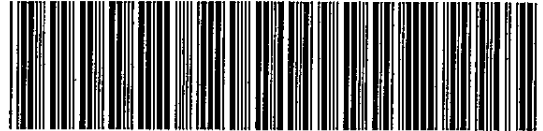
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Certified Copies _____

Certificates of Status _____

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DIVISION OF CORPORATIONS
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**LAW OFFICES
of
ROBERT D. CARREIRO**

6675 38th Avenue North
Suite 102
St. Petersburg, Florida 33710

(727) 343-2770

June 4, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

In Re: Boggs Jewelers, Inc.

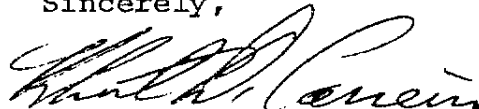
Dear Sirs:

Enclosed please find two copies of the original articles of incorporation for the above-captioned corporation and a check in the amount of \$87.50.

Once the articles have been certified, please forward the certified articles and a certificate of status back to this office.

If you have any questions or if I can be of further assistance, please do not hesitate to contact me.

Sincerely,


Robert D. Carreiro

Enclosures

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ARTICLES OF INCORPORATION

OF

Boggs Jewelers, Inc.

The undersigned, subscriber(s), natural person(s) competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts, the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the proposed corporation is Boggs Jewelers Inc. The address of the Corporation is 3601-49th Street North, St. Petersburg, Florida 33710.

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ARTICLE TWO - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE THREE - EXISTENCE

The corporation is to exist perpetually and shall begin its existence as of the date of the signing of these Articles of Incorporation.

ARTICLE FOUR - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares of common stock at par value of One Dollar (\$1.00) per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors. Each

share of common stock shall represent one vote. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE FIVE - REGISTERED OFFICE

The address of the registered office of the proposed corporation in the State of Florida is:

3601-49th Street North, St. Petersburg, Florida 33710. The name of the registered office agent to accept service of process is Mark Boggs, of the aforementioned address.

ARTICLE SIX - INCORPORATORS

The name and address of the incorporators is:

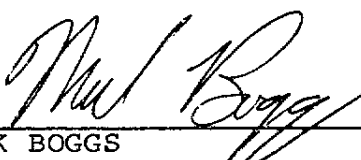
Mark Boggs
3601-49th Street North
St. Petersburg, Florida 33710

ARTICLE SEVEN - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors composed of one or more directors. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is:

Mark Boggs
3601-49th Street North
St. Petersburg, Florida 33710

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate, this 4 day of June, 2004,
A.D.




MARK BOGGS

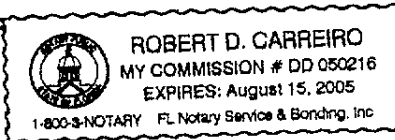
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared MARK BOGGS well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal, at St. Petersburg,
in the County and State last aforesaid, this 4 day of
June A.D., 2004.


NOTARY PUBLIC

My Commission Expires

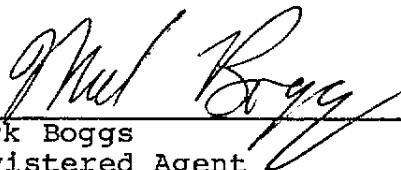


CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

That Boggs Jewelers, Inc., desiring to organize under the State of Florida, with its registered office at 3601 49th Street North, St. Petersburg, Florida 33710 has named Mark Boggs, at 3601-49th Street North, St. Petersburg, Florida 33710 as its registered agent to accept service in this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Mark Boggs
Registered Agent

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