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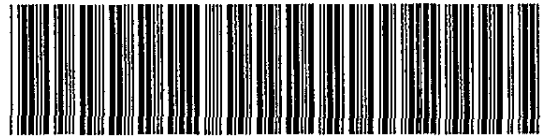
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TALLAHASSEE, FLORIDA

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1-1-2005

C.S. 12/23

CHARLES J. NEAL, INC.

ACCOUNTING AND CERTIFIED PROFESSIONAL CONSULTANT

150 153RD AVENUE, SUITE 302 • MADEIRA BEACH, FL 33708 • (813) 392-5866 • FAX (813) 392-7525

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINS STREET
TALLAHASSEE, FL 32399

DECEMBER 21 2004

RE: INCORPORATION OF BOULEVARD JEWELERS INC

GENTLEMEN:

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION OF THE ABOVE REFERENCED CORPORATION . IN
ADDITION , A CHECK IN THE AMOUNT OF \$122.50 REPRESENTING
THE FOLLOWING FEES IS ENCLOSED:

FILLING FEES	\$ 35.00
CERTIFIED COPY.....	52.50
REGISTERED AGENT DESIGNATION	35.00
	=====
TOTAL.....	\$122.50

PLEASE FILE THE ORIGINAL OF THE ENCLOSED ARTICLES OF
INCORPORATION AND RETURN A CERTIFIED COPY TO THE UNDERSIGNED.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT ME AT YOUR EARLIEST
CONVENIENCE.

YOURS TRULY,

Charles J. Neal

CHARLES J. NEAL

**ARTICLES OF INCORPORATION
OF**

The undersigned natural person ,competent to contract for the purpose of forming a corporation under provisions of the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of corporation is **BOULEVARD JEWELERS INC .**

ARTICLE II

Principal Office

The principal place of business and mailing address of this Corporation shall be:

Principal place of business: **PINELLAS** COUNTY

Mailing address: **150 BEACH AVE**

REDINGTON SHORES FL 33708

ARTICLE III

Purpose

The general nature of the business to be transacted and carried on by the corporation is to do any and all of the things hereinafter set forth to the same extent as a natural person might or could do in the State of Florida or any part of the work as principals or agents, or otherwise, alone or in company with others, without restrictions as to time, place or amount, namely:
To engage in the transaction of any and all lawful business

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permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of one (\$1.00) Dollar per share.

ARTICLE V

Term of Existence

The corporation is to have perpetual existence. The effective date of this corporation shall be JANUARY 01 2005

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 150 BE^{AC}H AVE , REDINGTON SHORES FL 33708 .
The name of the registered agent is SHAYNE R. GILLIAM

ARTICLE VII

Incorporator

The name and address of the incorporator to these Articles are: SHAYNE R. GILLIAM

150 BEACH AVE

REDINGTON SHORES FL 33708

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Restrictions on Transfer of Stock

Shares held by the initial shareholders, their heirs, personal representatives or administrator, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X

Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI

Informal Actions of Directors

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the

secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII

Calling of Special Meetings

Special meetings of shareholders may be called by any member of the Board of Directors.

ARTICLE XIII

Amendments

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21TH day OF DECEMBER 2004

Shayne R. Gilliam
INCORPORATOR SHAYNE R. GILLIAM

X-----
INCORPORATOR

X Shayne R. Gilliam
Incorporator and Registered Agent
SHAYNE R. GILLIAM

STATE OF FLORIDA)

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21TH day of DECEMBER, 2004, by SHAYNE R. GILLIAM, who is personally known to me or who has produced a Florida Driver's License as identification, and who did take an oath and who executed the foregoing Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the County and State aforesaid this
21TH DAY of DECEMBER 2004.



CHARLES J. NEAL
MY COMMISSION # DD 199748
EXPIRES: August 1, 2007
Bonded Thru Budget Notary Services

Charles J. Neal
Notary Public

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes,
the undersigned corporation, 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:

BOULEVARD JEWELERS INC

2. The name and address of the registered agent and office is:

**SHAYNE R. GILLIAM
150 BEACH AVE
REDINGTON SHORES FL 33708**

Signature:

Shayne R. Gilliam
SHAYNE R. GILLIAM

Title:

PRESIDENT

Date:

12/21/04

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TALLAHASSEE, FL 32304

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.

Shayne R. Gilliam
X (NAME) SHAYNE R. GILLIAM

X 12/21/04
DATE