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OF COUNSEL
EDWARD L. KIND, P.A.
SHARI PICCIANO, PARALEGAL

March 1, 2005
Sent United Postal Service
Overnight Express/Tracking Number:
1Z Y513Y12210002533
Division of Corporation
Attn: New Corporation Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Jewels, Inc. a Florida Profit**

Dear New Corporation Section:

The enclosed *Articles of Incorporation and Certificate of Designation of Registered Agent* and fee is submitted for the above referenced filing.

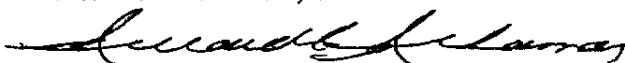
Please return all correspondence concerning this matter to the following:

*Richard E. Retamar, Esquire
Retamar Law Firm, P.A.
823 East Hillsboro Blvd.
Deerfield Beach, Florida 33441
Telephone Number: 954 834 0404
Facsimile Number: 954 834 0405*

As such, enclosed please find a check (Draft Number: 2042), in the amount Seventy Five Dollars and 00/100, (\$78.75) , made payable to the State of Florida/Division of Corporations, for the filing fee of same.

Should you have any questions or concerns, please do not hesitate to contact my office, otherwise thank you for your anticipated corporation in this matter.

Very truly yours,
Retamar Law Firm, P.A.



Richard E. Retamar, Esquire

RER/cr
Enclosure

ARTICLES OF INCORPORATION OF
JEWELS, INC., a Florida Profit

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is, **Jewels, Inc., a Florida Profit.**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

(1) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers and privileges, and immunities of individual owners or holders thereof.

(2) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

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(3) To promote or aid in any manner, financially or otherwise, any person, firm, associate or corporation, and to guarantee contracts and other obligations.

(4) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Corporation Act, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things herein above set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(6) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act and engage in any other business or trade which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

(7) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V

The street address of the principle office of the corporation is located at **841 Cloudberry Branch Way, Jacksonville, Florida 32259**. The name of its initial registered agent is **Richard E. Retamar, Esquire, 823 East Hillsboro Blvd., Deerfield Beach, Florida 33441**.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is not less than one (1). The name and address of the person who is to serve as a member of the initial

Board of Director/President is:

Elizabeth Shalloe
841 Cloudberry Branch Way
Jacksonville, Florida 32259

Officers/Vice President:

Jennifer Retamar
840 Cloudberry Branch Way
Jacksonville, Florida 32259

ARTICLE VII

The name and address of the incorporator is:

Elizabeth Shalloe
841 Cloudberry Branch Way
Jacksonville, Florida 32259

EXECUTED by the undersigned at City of Jacksonville, County of Duval, State of Florida this 16 day of February, 2005.

Elizabeth Shalloe *ES*
Incorporator- Elizabeth Shalloe

Richard E. Retamar
Registered Agent - Richard E. Retamar, Esquire

The foregoing instrument was acknowledged before me this 16 day of February, 2005, by **Elizabeth Shalloe**, who is personally known to me and who did not take an oath.



Caroline Simonetti
My Commission DD242020
Expires November 28, 2007

³
Caroline Simonetti
Notary Public
Caroline Simonetti

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.0501 OR 617.0501, 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:

Jewels, Inc., a Florida Profit

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

Richard E. Retamar, Esquire

(Name)

823 East Hillsboro Blvd.

(P.O. Box not acceptable)

Deerfield Beach, Florida 33441

(City/State/Zip)

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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.


Richard E. Retamar, Esquire

March 1, 2005
Date


Witness