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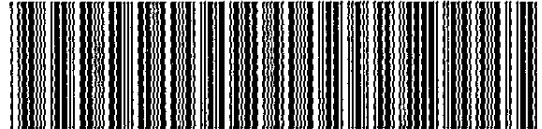
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 DEC -9 PM 3:11

FILED

12-12

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: RUDOLFA QUALITY JEWELRY DEALERS  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

INC.  
~~CORP.~~

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: KENNETH H. BARR  
Name (Printed or typed)

3140 W. Pembroke Rd #509  
Address

Hallandale FL 33009.  
City, State & Zip

954 9656033.  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLE OF INCORPORATION**  
**OF**  
**RUDOLFA QUALITY JEWELRY DEALERS**  
**INC.**

FILED  
05 DEC -9 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **RUDOLFA QUALITY JEWELRY DEALERS INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3140 West Pembroke Road, Unit 509, Hallandale, FL 33009 and the mailing address is the same.

**ARTICLE 4 - INCORPORATION**

The name and street address of the incorporator of this Corporation is:

Kenneth H Barr  
3140 West Pembroke Road Unit 509  
Hallandale, FL 33009

## **ARTICLE 5 – OFFICERS**

The officers of the Corporation shall be:

President:	Kenneth H Barr
Vice president:	Jeff J Leary
Secretary	Patricia K Arwood

Whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 6 – DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Kenneth H Barr  
Jeff J Leary

Whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 – CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,00) shares of common stock, each share having the par value of ONE CENT (\$.01).

7.2 All holders of shares of common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class,

confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorize, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or redemption of the stock.

## **ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any is on file at the principal office of the Corporation.

## **ARTICLE 9 – POWER OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 10 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 11 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any

equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is located at 3140 W Pembroke Rd Unit 509 Hallandale FL 33009. The name and address of the registered agent of this Corporation is Patricia K Arwood, 3140 W Pembroke Rd Unit 509, Hallandale FL 33009.

## **ARTICLE 13 – BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 – EFFECTIVE DATE**


These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 15 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any application statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation of any amendment hereto are granted subject to this reservation.

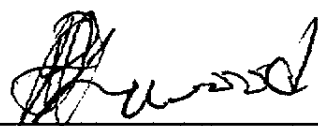
IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this

12 / 05 / 05

  
Kenneth H Barr, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Patricia K Arwood