

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

STILLWATERS JEWELRY, INC.

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ARTICLES OF INCORPORATION
OF
STILLWATERS JEWELRY, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME. The name of this corporation is **STILLWATERS JEWELRY, INC.**

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized to purchase and sell jewelry for wholesale, and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 7500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise

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to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value of at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

5505 89th Avenue North
Pinellas Park, Fl 33782

The name and address of the Registered Agent of this Corporation is:

DAVID E. WATERS, III
5505 89th Avenue North
Pinellas Park, Fl 33782

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The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) Director Initially. The number of Directors be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

NAME
DAVID E. WATERS, III

ADDRESS
5505 89th Avenue North
Pinellas Park, FL 33782

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - 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 this reservation.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

DAVID E. WATERS, III
5505 89th Avenue North
Pinellas Park, FL 33782

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

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of Incorporation of this 17 day of JANUARY, 2008.

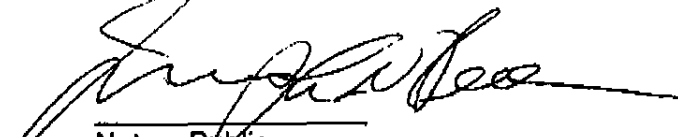

DAVID E. WATERS, III

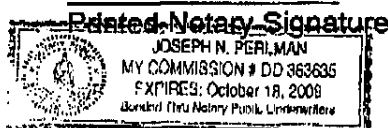
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, **DAVID E. WATERS, III**, personally appeared known to me to be the person who executed the foregoing Articles of **STILLWATERS JEWELRY, INC.**, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 17 day of JANUARY, 2008.

My Commission Expires:


Notary Public



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for **STILLWATERS JEWELRY, INC.**



DAVID E. WATERS, III

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COUNTY OF PINELLAS)

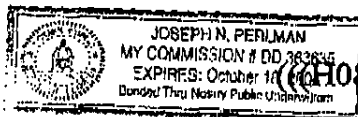
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, **DAVID E. WATERS, III**, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 17 day of JANUARY, 2008.

My Commission Expires:


Notary Public

Printed Notary Signature



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