

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Goldring Manufacturing Jewelers, Inc.

95 FEB 20 1995

C.C. FEE.

DISBURSED

Capital Express

Art. of Inc. S

Corp. Record Search

Ltd. Partnership

Foreign Corp. File

( ) Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, \_\_\_\_\_ Copies

Courier Service

Shipping/Handling

Phone ( ) \_\_\_\_\_

Top Priority

Express Mail Prop.

FAX ( ) \_\_\_\_\_ pgs.

SUBTOTALS \_\_\_\_\_

FEE..... \$ \_\_\_\_\_

DISBURSED..... \$ \_\_\_\_\_

SURCHARGE..... \$ \_\_\_\_\_

TAX on corporate supplies..... \$ \_\_\_\_\_

SUBTOTAL..... \$ \_\_\_\_\_

PREPAID..... \$ \_\_\_\_\_

BALANCE DUE..... \$ \_\_\_\_\_

..... \$ \_\_\_\_\_

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY SW \_\_\_\_\_WALK-IN  
Will Pick Up 2-20 11:00

ARTICLES OF INCORPORATION  
OF  
GOLDRING MANUFACTURING JEWELERS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation:

EFFECTIVE DATE  
FEB 17 1995

ARTICLE I  
NAME AND ADDRESS

The name of this corporation is:

GOLDRING MANUFACTURING JEWELERS, INC.

The principal and mailing address of the corporation is:

607 Highway 98 East  
Destin, Florida 32541

FILED  
95 FEB 20 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II  
PURPOSE AND DURATION

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

The duration of this corporation is perpetual.

ARTICLE III  
STOCK

The number of shares of common stock which the corporation shall have the authority to have outstanding at any one time shall be 1000 shares. The shares shall have a par value of \$1.00 per share.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is as follows:

Dana C. Matthews  
607 Highway 98 East  
Destin, Florida 32541

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The name and address of the initial director of this corporation is:

NAME

ADDRESS

Dana C. Matthews

607 Highway 98 East  
Destin, Florida 32541

**ARTICLE VI  
INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Dana C. Matthews

607 Highway 98 East  
Destin, Florida 32541

**ARTICLE VII  
EFFECTIVE DATE**

These Articles of Incorporation for GOLDRING MANUFACTURING JEWELERS, INC., shall be effective the 17th day of February, 1995.

**ARTICLE VIII  
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X  
INFORMAL ACTION OF DIRECTORS**

If all the directors 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 XI  
AMENDMENT OF ARTICLES

This corporation reserves the right, as may be provided by law, to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII  
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XIII  
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 17<sup>th</sup> day of FEBRUARY, 1995.

  
\_\_\_\_\_  
Dana C. Matthews

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state

aforesaid and in the county aforesaid to take acknowledgments, personally appeared DANA C. MATTHEWS, personally known to me or who has produced N/A as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid this 17<sup>th</sup> day of February, 1995.



JAMES A. LOPEZ  
MY COMMISSION # CC 180828 EXPIRES  
February 16, 1996  
BONDED THROUGH TROY FARM INSURANCE, INC.

[Signature]  
NOTARY PUBLIC  
My Commission Expires: 2/16/96

#### ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.

[Signature]  
Dana C. Matthews