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*BOARD CERTIFIED REAL ESTATE LAWYER

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February 27, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE

2-28-95

0000001418750
03/02/95 - 01101 - 008
****122.00 ****122.00

Re: Portfolio Fine Jewelry, Inc.

Dear Sir/Madam:

Enclosed please find the original and duplicate copy of the Articles of Incorporation for the above referenced proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return in the self-addressed stamped envelope enclosed.

Also enclosed is a certificate designating place of business or domicile for service of process within this state, naming agent upon whom process may be served.

A computer search on February 27, 1995 with the Secretary of State indicated that the corporate name Portfolio Fine Jewelry, Inc. is not in use at this time.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation and \$35.00 for designation of the resident agent.

If you should have any questions, please do not hesitate to contact me.

Cindy Rees

Very truly yours,

AUTHORIZATION BY PHONE TO

CORRECT *Price Place Business*

DATE 3/3/95

Richard H. Adams, Jr.

RHA:Jmckf
Enclosures *Abin Braun*

D. BROWN MAR - 3 1995

EFFECTIVE DATE
2-28-95

ARTICLES OF INCORPORATION
OF
PORTFOLIO FINE JEWELRY, INC.

FILED
55 MAR -2 PM 3:45
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be:

PORTFOLIO FINE JEWELRY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue one hundred (100) shares of voting common stock, having a par value of one dollar (\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder

of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

4. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the
Incorporator to these Articles of Incorporation:

Richard H. Adams, Jr., Esquire
940 Highland Avenue
Orlando, Florida 32803

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power
to establish, enact, alter or repeal bylaws for the management of
this corporation, and the duties of the officers of this
corporation shall be prescribed by such bylaws.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner
provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
28th day of February, 1995.



RICHARD H. ADAMS, JR.

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 28th
day of February, 1995 by RICHARD H. ADAMS, JR. who is
personally known to me or who has produced _____
as identification and who did/did not take an oath.

Notary Public
Print Name Cynthia K. Forney
My Commission Expires:
CYNTHIA K. FORNEY
Notary Public, State of Florida
My Comm. Expires Feb. 9, 1998
Comm. No. CC347401


CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT PORTFOLIO FINE JEWELRY, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Lake Mary, County of Seminole, State of Florida, has named its Registered Agent, Richard H. Adams, Jr., Esquire, 940 Highland Avenue, Orlando, Florida 32803 in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RICHARD H. ADAMS, JR.

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