



P95000040414
JAMES G. ETHEREDGE

CHARTERED

JAMES ETHEREDGE
BOARD CERTIFIED
CIVIL TRIAL LAWYER

226 TROY STREET, N.E.
FORT WALTON BEACH, FL 32548

DIANA L. DIXON
ATTORNEY-AT-LAW

TELEPHONE (904) 244-0178
FAX (904) 244-3134

May 16, 1995

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

700001494727
-05/19/95--01071--008
*****70.00 *****70.00

RE: Jewelry Illusions by Kenny G., Inc.

Please find enclosed the original and one copy of the articles of incorporation for the above-named Florida Corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

Cindy
Cindy

secretary to JAMES G. ETHEREDGE
and to DIANA L. DIXON

FILED
95 MAY 19 11 31
TALLAHASSEE, FL
SECRETARY OF STATE

NANCY HENDRICKS MAY 23 1995

ARTICLES OF INCORPORATION
OF
JEWELRY ILLUSIONS BY KENNY G., INC.

FILED
95 MAY 19 AM 8 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be JEWELRY ILLUSIONS BY KENNY G., INC.

ARTICLE II
PURPOSE OF CORPORATION

The purpose for which the corporation is organized is to establish, maintain, and operate a wholesale and retail jewelry business in Okaloosa County, Florida, and to engage in such other activities as the Laws of Florida allow.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 795 East Highway 98, Destin, Okaloosa County, Florida, 32547.

ARTICLE IV
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value stock.

ARTICLE V
DURATION

This corporation shall exist perpetually and shall commence corporate existence on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which each already holds, shall have the right to purchase their pro rata share thereof (as may nearly be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 795 East Highway 98, Destin, Okaloosa County, Florida 32547, and the initial registered agent of this corporation at that address is KENNETH GALLI.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Kenneth Galli

795 East Highway 98
Destin, FL 32541

ARTICLE IX
CORPORATOR

The name and address of the person signing these Articles is:

Kenneth Galli

795 East Highway 98
Destin, FL 32541

ARTICLE X
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

It is the intent of this charter that the Director may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of May, 1995.


KENNETH GALLI

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

1. The name of the corporation is JEWELRY ILLUSIONS BY KENNY G., INC.
2. The name of the registered agent is KENNETH GALLI.
3. The address of the registered agent/registered office is 795 East Highway 98, Destin, Okaloosa County, Florida 32541.

Having been named as registered agent and designated to accept service of process for the above corporation, 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 as
registered agent.


KENNETH GALLI