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MASON & ASSOCIATES
Professional Association
Attorneys at Law

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 24, 1995

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

Re: Jewel Antique Mall, Inc.
Our ref: 2617.2

Dear Sir/Madam:

Enclosed are Articles of Incorporation for the above identified corporation. Please file the Articles and return a Certificate of Status to our office in the envelope provided.

We have enclosed a check in the amount of \$78.75 to cover the cost of filing and the cost of the Certificate of Status.

Should you have any questions, do not hesitate to contact us.

Sincerely,

Anna Colton

Anna Colton
Legal Assistant

Enclosure
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ARTICLES OF INCORPORATION

OF

JEWEL ANTIQUE MALL, INC.

FILED

95 MAY 30 AM 10:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is JEWEL ANTIQUE MALL, INC. and the principal address is 2601 Jewel Road, Belleair Bluffs, FL 34640.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 17757 U.S. Hwy. 19 North, Suite 500, in the City of Clearwater, County of Pinellas, Florida 34624. The name of its registered agent at such address is Mason & Associates, P.A.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is One Hundred Thousand Shares (100,000) and the par value of each of such shares is Twenty Cents (\$.20) amounting in the aggregate to Twenty Thousand Dollars (\$20,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Modjaba Sabet N.A. a/k/a Mike Sabet	492 Harbor Drive North Indian Rocks Beach, FL 34635
Leonard J. Spencer	111 24th Street Belleair Beach, FL 34634
Janis B. Spencer	111 24th Street Belleair Beach, FL 34634

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a seventy-five percent (75%) vote.

ARTICLE VII - INCORPORATOR

The incorporator is Ronald E. Smith, whose mailing address is 17757 U.S. Hwy. 19 North, Suite 500, Clearwater, Florida, 34624.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 24th day of May, 1995.

By: Ronald E. Smith
Ronald E. Smith
Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as
Registered Agent.

MASON & ASSOCIATES, P.A.

By: Ronald E. Smith
Ronald E. Smith
Registered Agent

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JCM/ac