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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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June 15, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Incorporation of
S&D JEWELERS, INC.

FILED
95 JUN 19 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of S&D JEWELERS, INC. Please affix your approval on the copy and return it to my office.

My check in the amount of \$122.50 is enclosed to cover the following costs: Charter tax, Filing Fee and Certified Copy of Charter.

It is very important to my client to obtain a certified copy of Charter as soon as possible. Your assistance in expediting the matter will be very much appreciated.

Should you have any questions whatsoever, please feel free to contact me.

Very truly yours,

James L. Goetz

JLG:bjm

Encl.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
S&D JEWELERS, INC

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

ARTICLE I - NAME

The name of this corporation is S&D JEWELERS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is 2282 First Street, Fort Myers, Florida 33901.

ARTICLE VII - DIRECTORS

This corporation shall have one Director. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successor or successors are elected and have qualified are:

SAEED A. KHAN	-	834 Jarmila Lane Ft. Myers, FL 33905
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ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers of these

Articles of Incorporation and the number of shares of stock they have agreed to take are as follows:

SAEED A. KHAN - 100 Shares
834 Jarmila Lane
Fort Myers, FL 33905

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is SAEED A. KHAN. The street address of the initial registered office is: 2282 First Street, Fort Myers, Florida 33901.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereupon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain

amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 16th day of June, 1995.


SAEED A. KHAN

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, this day personally appeared SAEED A. KHAN, who produced a Driver Licence as identification, and who, after being duly sworn, deposed and said that he is the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above written this 16 day of June, 1995.


Notary Public

OFFICIAL NOTARY SEAL
JAMES I. GOETZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC207029
MY COMMISSION EXP. JULY 25, 1996

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 607.325, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST, that S&D JEWELERS, INC., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of
Incorporation, at Fort Myers, County of Lee, State of
Florida, has named SAEED A. KHAN, located at 2282 First
Street, Fort Myers, Florida 33901, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT

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

By: 
SAEED A. KHAN

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