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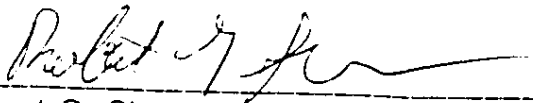
Florida Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for The Jewels of Avalon, Inc.
for filing with a copy for certification and a check for \$122.50.

Thank you for your time in expediting this matter.

Respectfully yours,



Robert G. Skwerer
635 South Orange Avenue, Suite # 1
Sarasota, Florida 34236
941-954-0911
941-924-2833

RECEIVED
FLORIDA DIVISION OF INCORPORATION
TALLAHASSEE, FL 32314
.....

FILED
OFFICE OF STATE
CORPORATIONS
95 AUG -7 AM 7:39

cf 8/9/95

ARTICLES OF INCORPORATION OF
THE JEWELS OF AVALON, INC.

FILED
CLERK OF STATE
CORPORATIONS
95 AUG -7 PM 7:39

ARTICLE I - NAME

The name of this corporation is The Jewels of Avalon, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock.

Article III - Mailing Address and Principal Office

The mailing address and/or principal office of the corporation is 635 South Orange Avenue, # 1, Sarasota, Florida, 34236.

Article IV - Initial Registered Agent

The street address of the initial registered office of this corporation is 635 South Orange Avenue, # 1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation is Robert G. Skwerer.

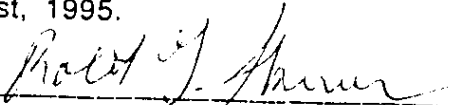
Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Robert G. Skwerer, 635 South Orange Avenue, # 1, Sarasota, Florida, 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is Robert G. Skwerer, 635 South Orange Avenue, # 1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 3rd day of August, 1995.


Robert G. Skwerer, Incorporator

FILED
DEPARTMENT OF STATE
CORPORATIONS

95/113- AM 7:40

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, ROBERT G. SKWERER, having a street address of 635 South Orange Avenue, # 1, Sarasota, Florida, 34236, having been appointed by the directors of THE JEWELS OF AVALON, INC., a Florida corporation, as registered agent, states as follows:

1. The corporation shall maintain an office at 635 South Orange Avenue, # 1, Sarasota, Florida, 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section ~~647.023~~, Florida Statutes.
607.0501



ROBERT G. SKWERER