

P96000025388

HARRY A. JONES
ATTORNEY AT LAW

HARBOR TOWNE
11 A. MAX BREWER PARKWAY
TITUSVILLE, FLORIDA 32796

May 18, 1998

P. O. BOX 6447
TITUSVILLE, FLORIDA 32782-6447
(407) 264-0334
FAX: (407) 269-6840

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

700002531307--6
-05/21/98--01038--001
*****35.00 *****35.00

Re: Articles of Merger
Chambers Jewelers, Inc. into Chambers Jewelers of Osceola, Inc..

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Amendment and Articles of Merger, together with check in the sum of \$35.00 to cover your filing fee for the Amendment.

Please stamp the copy of the Amendment and Merger with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

700002531307--6
-06/01/98--01005--008
*****35.00 *****35.00

Very truly yours,


Harry A. Jones

HAI/re
Enc.
cc: Chambers Jewelers of Osceola, Inc.

FILED
98 MAY 21 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

called 5/29
Ruth sending
\$35

Meyer
OK 5/29

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Very truly yours,



Harry A. Jones

HAI/re
Enc.

cc: Chambers Jewelers of Osceola, Inc.

Karen - this is the add'l amt due for the Chambers Jewelers mergers...Thanks for the call.

Ruth @ office of Harry A. Jones,

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

CHAMBERS JEWELERS, INC., a Florida corporation, document number 310269

INTO

CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC., a Florida corporation,
P96000025388.

File date: May 21, 1998

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER OF FLORIDA CORPORATIONS
INTO
CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC.

FILED
98 MAY 21 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging another corporation into the undersigned as the surviving corporation.

1. The following Plan and Agreement of Merger was approved by the Stockholders and Directors of both corporations in the manner prescribed by the Florida General Corporation Act:

PLAN AND AGREEMENT OF MERGER

This Agreement made effective the 1st day of January, 1998, between CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC., a corporation of the State of Florida and whose principal office is at 671 Front Street, Celebration, FL 34747, and CHAMBERS JEWELERS, INC., a corporation of the State of Florida and whose principal office is at 3700 Miriam Street, Titusville, FL 32780; as follows:

WHEREAS, all of the outstanding shares and capital stock of CHAMBERS JEWELERS, INC., and CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC., is owned by ANN GODFREY, as the sole record and equitable owner of both corporations, pursuant to their authority under Section 607.1101 of the Florida General Corporation Act,

believe that it will be to the best interests of each corporation that CHAMBERS JEWELERS, INC. be merged into CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC.;

NOW, THEREFORE, in consideration of CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC.'S undertakings hereinafter set forth, it is agreed as follows:

(a) CHAMBERS JEWELERS, INC. shall be merged into CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC., for the transfer to CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC. of all the assets and liabilities of CHAMBERS JEWELERS, INC., in complete cancellation of all the capital stock of CHAMBERS JEWELERS, INC.

(b) The name of the surviving corporation shall be CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC.

(c) The number, names and post office addresses of the directors and officers of the surviving corporation, who shall hold office until their successors are chosen or appointed according to the By-Laws of the surviving corporation are:

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Ann C. Godfrey	671 Front Street Celebration, FL 34747
Natalie Ann Godfrey	671 Front Street Celebration, FL 34747

OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ann C. Godfrey	President	671 Front Street Celebration, FL 34747
Natalie Ann Godfrey	Secretary/Vice-Pres.	671 Front Street Celebration, FL 34747

(d) The number of shares of the capital stock of the surviving corporation is 500 shares of common stock of \$1.00 par value, of which 100 shares are issued and outstanding.

(e) The capital stock of CHAMBERS JEWELERS, INC. shall be completely cancelled, and that of CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC. shall be unaffected by the merger.

(f) Following the adoption of this Agreement by the Directors of CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC., the merger, transfer of assets from CHAMBERS JEWELERS, INC., to CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC. and cancellation of capital stock will all be effective January 1, 1998.

2. As to CHAMBERS JEWELERS, INC., and CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC., as surviving corporation, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan, are as follows:

<u>NAME OF CORPORATION</u>	<u>NO. OF SHARES OUTSTANDING</u>	<u>SHARES ENTITLED TO VOTE</u>
CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC.	100	100
CHAMBERS JEWELERS, INC.	10	10

3. Receipt of a copy of the Plan and Agreement of Merger and consent to the same by all of the stockholders of all issued and outstanding stock in CHAMBERS JEWELERS, INC., and is hereby acknowledged by the signature below of all the Directors of CHAMBERS JEWELERS OF OSCEOLA COUNTY, INC. pursuant to the requirements of section 607.1101 of the Florida General Corporation Act.

EXECUTED this 18th day of May, 1998.

CHAMBERS JEWELERS OF
OSCEOLA COUNTY, INC.

By: Ann C. Godfrey
President/Director

CHAMBERS JEWELERS, INC.

By: Ann C. Godfrey
President/Director

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANN C. GODFREY, known to me to be the person described in and who subscribed to the above Articles of Merger, and she did freely and voluntarily acknowledge before me according to the law that she made and subscribed the same for the uses and purposes therein set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of May, 1998.



Notary Public - State of Florida

My Commission Expires:



Ruth S. Ellis
MY COMMISSION # CC854443 EXPIRES
July 9, 2001
BONDED THRU TROY FAIN INSURANCE, INC.