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RUDI E. HEIDE, P.A.

Enrolled to Practice Before the Internal Revenue Service

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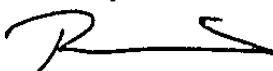
April 30, 1996

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

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-05/02/96--01007--009
+++122.50 +++122.50

Attached is a check in the amount of \$122.50 to cover the cost of filing fees,
Registered Agent designation and a certified copy of the Articles of Incorporation
for The Jewelry Outlet of M. L., Inc. a Florida for-profit corporation.

Sincerely,



Rudi E. Heide

attach: Check
Articles of Incorporation

FILED
96 MAY -2 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY - 8 1996

**ARTICLES OF INCORPORATION
OF
THE JEWELRY OUTLET OF M. I., INC.**

FILED
96 MAY -2 PM 12:52
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation is THE JEWELRY OUTLET OF M. I., INC.

ARTICLE II TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of filing of these Articles of Incorporation by the Department of State.

ARTICLE III CORPORATE PURPOSE

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

ARTICLE IV AUTHORIZED SHARES

The Aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock with a \$1.00 par value per share. It is intended that stock issued by this corporation shall be in accordance with Sect 1244 of the Internal Revenue Code of 1986 as amended.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the same price at which it is offered to others.

ARTICLE VI REGISTERED AGENT

The initial registered office of the Corporation is located at 515 E. MERRITT ISLAND CAUSEWAY, MERRITT ISLAND, FL 32952. The initial registered agent is SUSAN J. BARNES. The principal office and mailing address are at the same address.

ARTICLE VII DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the by-laws.

The name and address of the persons who shall serve as directors until the first meeting of shareholders or until his successor is elected and qualified are as follows:

SUSAN J. BARNES

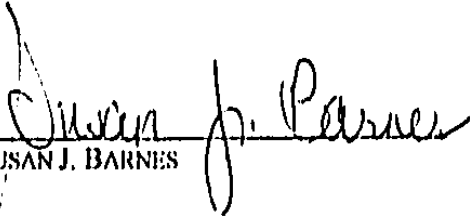
515 E. MERRITT ISLAND CAUSEWAY, MERRITT ISLAND, FL 32952

ARTICLE VIII INCORPORATORS

The name and address of the incorporator is:

SUSAN J. BARNES
515 E. MERRITT ISLAND CAUSEWAY, MERRITT ISLAND, FL 32952


IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation, on this 18th day of April, 1996.


SUSAN J. BARNES

STATE OF FLORIDA /
COUNTY OF BREVARD /

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority, SUSAN J. BARNES, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the said freely and voluntarily for the purposes therein set forth and expressed.

IN WITNESS WHEREFORE, I have hereunto set my hand and affixed my official seal this 18th day of April, 1996.


Norma M. Heide, Notary Public
State of Florida, at-large
My commission expires on 10/6/98



NORMA M. HEIDE
MY COMMISSION # CC411833 EXPIRES
October 6, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

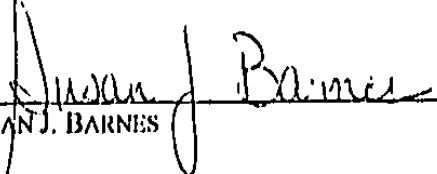
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

THE JEWELRY OUTLET OF M. I., Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Merritt Island, County of Brevard, has named SUSAN J. BARNES, 515 E. MERRITT ISLAND CAUSEWAY, MERRITT ISLAND, FL 32952, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

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


SUSAN J. BARNES

FILED
96 MAY -2 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA