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KATHY WEINSHANK  
1701 N.E. 63RD COURT  
FT. LAUDERDALE, FL. 33334

300001818909  
-05/13/96--01061--009  
\*\*\*\*122.50 \*\*\*\*122.50

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FL. 32399

RE: APPEARANCE OF SOUTH FLORIDA, INC.

DEAR SIRs:

PLEASE FILE THE ENCLOSED ARTICLES OF INCORPORATION.  
ENCLOSED IS A CHECK FOR \$122.50 TO COVER THE FOLLOWING  
COSTS:

FILING FEES	\$35.00
REGISTRATION OF AGENT	35.00
CERTIFIED COPY	52.00

\$122.50

YOUR ASSISTANCE IS GREATLY APPRECIATED.

SINCERELY,

Kathy Weinschank  
KATHY WEINSHANK

FILED  
95 MAY 10 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/17/96  
TB

**ARTICLES OF INCORPORATION  
OF**

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES  
AND FILES THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I**

THE NAME OF THIS CORPORATION SHALL BE: APPEARANCE OF SOUTH  
FLORIDA, INC.

**ARTICLE II**

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF  
THIS CORPORATION SHALL BE: 1701 N.E. 63RD COURT  
FT. LAUDERDALE, FL. 33334

**ARTICLE III**

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE,  
COMMENCING WITH THE DATE OF FILING OF THESE ARTICLES.

**ARTICLE IV**

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS  
CORPORATION SHALL BE: WHOLESALE JEWELRY AND FURTHER.

(1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES,  
OCCUPATIONS AND PROFESSIONS.

(2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR  
PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF  
INDEBTEDNESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO  
CORPORATE PROPERTY OR OTHER INSTRUMENTS TO SECURE THE  
PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE REQUIRED.

(3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER  
CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF  
BUSINESS.

(4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND  
AGREEMENTS OF EVERY KIND AND FOR EVERY LAWFUL PURPOSE  
WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION  
OR CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER  
BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS  
CORPORATION TO CALCULATE TO FACILITATE SAME.

(5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES,  
AND TO PROMOTE ITS PURPOSES HEREIN THE STATE OF FLORIDA OR

FILED  
JUN 10 1962  
CLERK OF DISTRICT COURT  
SOUTH FLORIDA

ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

(6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OF THE BUSINESS OR ACTS ABOVE NAMED.

(7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY FLORIDA STATUTES 1975, SECTION 607.011.

#### ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS: 100 SHARES AT ONE DOLLAR (\$1.00) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

#### ARTICLE VI

EVERY SHAREHOLDER, UPON THE 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 (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

#### ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR:

KATHY WEINSHANK  
1701 N.E. 63RD COURT  
FT. LAUDERDALE, FL. 33334

TERRY WEINSHANK  
1701 N.E. 63RD COURT  
FT. LAUDERDALE, FL. 33334

ARTICLE VIII

THE NAMES OF THE OFFICER OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL THEIR SUCCESSORS ARE CHOSEN ARE:

NAME	OFFICE HELD
KATHY WEINSHANK	PRESIDENT
TERRY WEINSHANK	VICE PRESIDENT
KATHY WEINSHANK	SECRETARY
KATHY WEINSHANK	TREASURER

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTRATION OFFICE OF THIS CORPORATION IS 1701 N.E. 63RD COURT, FT. LAUDERDALE, FL. 33334

THE NAME OF THE INITIAL REGISTRATION AGENT OF THIS CORPORATION AT THAT ADDRESS IS : KATHY WEINSHANK

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT

Kathy Weinschank  
KATHY WEINSHANK

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS: KATHY WEINSHANK  
1701 N.E. 63RD COURT  
FT. LAUDERDALE, FL.

IN WITNESS WHEREOF, THE SUBSCRIBER HAS AFFIXED HIS SIGNATURE

Kathy Weinschank  
KATHY WEINSHANK

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED KATHY WEINSHANK WHO, AFTER BEING DULY SWORN, ACKNOWLEDGED THAT HE EXECUTED THE FOREGOING ARTICLES OF INCORPORATION FOR THE PURPOSE THEREIN EXPRESSED.

DATED AT POMPAÑO BEACH  
THIS 7TH DAY OF MAY 1996

FLORIDA

BROWARD COUNTY,

Kathy M. Surace  
NOTARY PUBLIC

KATHY M. SURACE

OFFICIAL NOTARY SEAL  
KATHY M SURACE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC429508  
MY COMMISSION EXP. DEC. 26, 1998