

P96000052005

5/26/96

TO WHOM IT MAY CONCERN:

PLEASE FORWARD ALL INFORMATION  
CONCERNING THIS INCORPORATION TO  
OUR ATTORNEY:

JIM HAYES  
1100 CLEVELAND STREET  
SUITE 839  
CLEARWATER, FL 34615

~~W96-11953~~

THANK YOU VERY MUCH FOR  
EXPEDITING THIS PAPERWORK.

# 813-446-8099

DMC  
6/5/96

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FILED  
96 JUN 17 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

June 5, 1996

**JIM HAYES, ESQUIRE**  
**1100 CLEVELAND STREET**  
**SUITE 839**  
**CLEARWATER, FL 34615**

**SUBJECT: INDEPENDENT JEWELRY APPRAISALS, INC.**  
**Ref. Number: W96000011953**

We have received your document for INDEPENDENT JEWELRY APPRAISALS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

**Doris McDuffie**  
**Corporate Specialist Supervisor**

**Letter Number: 496A00028172**

**CERTIFICATE OF INCORPORATION  
OF  
BAYSIDE JEWELRY APPRAISALS, INC.**

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TALLAHASSEE, FLORIDA

**1. Name**

The name of the Corporation is set forth above.

**2. Principal Office and Registered Agent**

Its registered office in the State of Florida is 3104 West Dunwoodie Street, Tampa, FL 33629.  
The name of its registered agent at such address is *Nancy S. Weiss*.

**3. Purposes**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida

**4. Capital Stock**

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with no par value.

**5. Incorporator, and Initial Officers and Directors**

The name and mailing address of the incorporator (s) and initial Officer (s) and Director (s) are/ is: *Nancy S. Weiss*, whose address is set forth in paragraph one, above. The initial officers and Directors shall hold office for the first year of the corporations existence or until their successor (s) are/is elected.

**6. Existence**

The Corporation is to have perpetual existence.

**7. Liability of Stockholders**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**8. Management**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for

the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

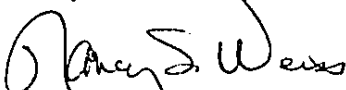
(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights therein conferred are granted subject to this reservation.

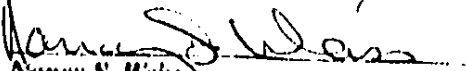
I/We, **THE UNDERSIGNED**, the incorporator (s) hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my/our act and deed and the facts herein stated are true, and accordingly have hereunto set my/our hand this 28th day of May, 1996.

Nancy S. Weiss



**Certificate Designating Registered Agent and Office**

Persuant to Florida Law, **BAYSIDE JEWELRY APPRAISALS, INC.** designates **Nancy S. Weiss** as the Registered Agent of this corporation, and the Registered Office of the Registered Agent is 3104 West Dunwoodie Street, Tampa, FL 33629.

  
Nancy S. Weiss

I, **Nancy S. Weiss**, having been named to accept service of process for the above named corporation, at the place designated above in this certificate, and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325 Florida Statutes.

  
Nancy S. Weiss

Dated: May 28, 1996