

TRANSMITTAL LETTER
P960007823

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

SUBJECT: H. and M. Jewelers, Inc.

I enclose an original and (1) copy(ies) of the
Articles of Incorporation for the above corporation and a
check in the amount of \$ 122.50

H. and M. Jewelers, Inc.
5508-D McMullen Booth Rd.
Clearwater, Fl. 34621
(813) 797-0750

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*****122.50 *****122.50

Handwritten signature

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

H. and M. Jewelers, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE I NAME

The name of the corporation shall be:

H. and M. Jewelers, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2586 McMullen Booth Rd.
Clearwater, Fl. 34621

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100).

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

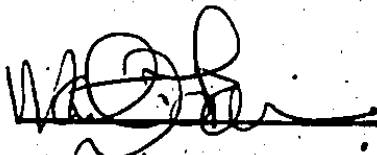
Martin G. Freeman
1196 Overcash Drive
Dunedin, Fl 34698

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

Martin G. Freeman
1196 Overcash Drive
Dunedin, Fl. 34698

The undersigned has executed these Articles of Incorporation
this 17th day of September, 1996


Incorporator

Saw to and subscribed before me this 18th
day of Sept. 1996, by 

Barbara Ann Miller

Fl 112
FL5556747262
x98



BARBARA ANN MILLER
MY COMMISSION # 00373108 EXPIRES
JUNE 8, 1999
ISSUED BY THE FLORIDA BAR ASSOCIATION, INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0301, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

H. and M. Jewelers, Inc.

2. The name and address of the registered agent and

office is: Martin G. Freeman
1196 Overcash Drive
Dunedin, Fl. 34698

Signature:



Title: President

Date: September 17, 1996

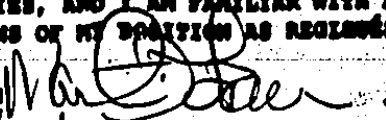
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:



Date:

9/18/96

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The foregoing instrument was acknowledged before me this 18th day of Sept 1996 by 

Barbara Meiler



BARBARA ANN MEILER
MY COMMISSION # C0370160 EXPIRES
June 5, 1999
ORGANIZED THROUGH THE FIDELITY GROUP, INC.