P96000085752

KAREN O. GAFFNEY, P.A.
ATTORNEY AT LAW
221 WEST MAIN STREET • SUITE D
INVERNESS, FLORIDA 34450

KAREN O. GAFFNEY

TELEPHONE
352 / 726-9222
FAX
352 / 726-2124

May 16, 2002

Via Certified Return Receipt # 7000 1530 0004 0377 2391
Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-0250

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*****78.75 *****43.75

FILED
02 JUN 20 PM 3:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RE: Taylor & Storandt, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of Taylor & Storandt, Inc. for filing with your office. Also, enclosed is our check in the amount of $78.75 to cover your fee. Please return the certified copy and letter of acknowledgment to my office.

Thank you for your assistance in this matter.

Yours truly,

KAREN O. GAFFNEY, P.A.

By: ______________________
Karen O. Gaffney

KOG/dvg

Enclosures

Amend. & N/C

V SHEPARD JUN 21 2002

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2002

RECEIVED
MAY 2 9 2002

KAREN O. GAFNEY, P.A.
221 W. MAIN ST., STE. D
INVERNESS, FL 34450

SUBJECT: TAYLOR & STORANDT, INC.
Ref. Number: P96000085752

We have received your document for TAYLOR & STORANDT, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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 (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 002A00033676

RECEIVED
02 JUN 20 AM 10: 06
DIVISION OF CORPORATIONS

KAREN O. GAFFNEY, P.A.
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INVERNESS, FLORIDA 34450

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June 17, 2002

Via Certified Return Receipt # 7002 0510 0001 0830 9769
Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, Florida 32399-0250

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Yours truly,

KAREN O. GAFFNEY, P.A.

By: ______________________
Karen O. Gaffney

KOG/dvg

Enclosures

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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02 JUN 20 PM 3:43

ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION

OF TAYLOR & STORANDT, INC.

The Articles of Incorporation of **TAYLOR & STORANDT, INC.**, are hereby amended by unanimous vote of all shareholders of the corporation which vote is sufficient under the Articles of Incorporation and by affirmative vote of the Board of Directors at a meeting duly constituted wherein the following previously filed with the Secretary of State are amended as follows:

ARTICLE I.

NAME

The name of the corporation is **JEWELRY HEADQUARTERS, INC.** The date of adoption of this amendment is May 15, 2002.

ARTICLE VI.

PRINCIPAL OFFICE

The address of the corporation's principal office is 2052 HWY 44 W., Inverness, Citrus County, Florida 34453. The name of the registered agent of the corporation located at such address is Andrew R. Storandt. The date of adoption of this amendment is May 15, 2002.

ARTICLE IX.

DIRECTORS

The corporation is managed by a Board of Directors. The number of directors constituting the Board of Directors is one (1). The name and address of the director is:

Andrew R. Storandt
2052 HWY 44 W.
Inverness, Florida 34453

The date of adoption of this amendment is May 15, 2002.

The directors shall hold office until their successors are elected and qualified as provided by the By-Laws. Thereafter, the term of office of each director shall be three (3) years and until the election and qualification of the successor. The number of directors set forth herein constituting the initial Board of Directors shall be authorized number of directors until such number is changed by a By-Law duly adopted by the shareholders.

IN WITNESS WHEREOF, I have, the undersigned officer and director of this corporation have executed these Articles of Amendment to the Articles of Incorporation this 13th day of June, 2002.

Andrew R. Storandt, President

STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this the 13th day of June, 2002, by Andrew R. Storandt, who is personally known to me or who did produce Personally Known as identification, and who did not take an oath.

Notary Public
Printed name Dawn J. VanGorder
Commission Expires MY COMMISSION # CC945575 EXPIRES June 15, 2004
Commission Number
BONDED THRU TROY FAIN INSURANCE, INC.