

99600098808
FRANK J. ALOIA
Attorney at Law

1716 CAPE CORAL PARKWAY
CAPE CORAL, FLORIDA 33904
POST OFFICE BOX 538
CAPE CORAL, FLORIDA 33910

TELEPHONE NUMBER
(941) 542-1896
TELECOPIER NUMBER
(941) 542-6552

December 3, 1996

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Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Pirates' Treasures & Jewels, Inc.

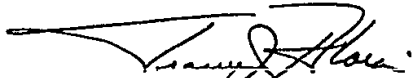
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,


FRANK J. ALOIA
FJA:djb
Enc.

FILED
96 DEC -5 PM 6:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/6/96
FJA

ARTICLES OF INCORPORATION
OF
PIRATES' TREASURES & JEWELS, INC.

FILED
96 DEC -5 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: PIRATES' TREASURES & JEWELS, INC.

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To conduct in all its branches the business of buying, selling, importing, exporting, displaying, and otherwise dealing in and with, at wholesale and at retail, and as principal, agent, factor, broker, commission merchant, or in any other lawful

capacity, costume, specialized, and general jewelry, accessories, novelties, ornaments and other personal decorations, watches, coins, leather goods, and goods, wares and merchandise of all kinds and without limiting the generality of the foregoing to design, manufacture, fabricate, finish, polish, appraise, evaluate, alter, repair, recondition, auction, buy, sell, distribute, exhibit, display, import, export and generally deal in and with, at wholesale and retail, and as principal, agent, factor, broker, commission merchant, or in any other lawful capacity, jewelry, accessories, novelties, ornaments, and other personal decorations, watches, coins, leather goods, and goods, wares and merchandise of all kinds, made of any materials, including but not limited to finished and unfinished precious and semi-precious metals, findings, alloys, gems, stones, and other natural, mineral, chemical, physical, vegetable, component, artificial, or synthetic elements, leather, and any articles or objects necessary, useful, or convenient in the jewelry, novelty, pawn or mercantile trade generally, and to do everything necessary, convenient or useful in furtherance thereof.

To buy, sell, and generally deal in and with used or secondhand furniture, jewelry, coins, wearing apparel, household goods, tools, machinery, appliances, electronics and all other kinds of personal property of every description and to acquire the necessary real estate and vehicles to carry out the above objects.

To buy, sell, and deal in antiques including furniture, glass, glassware, wearing apparel, jewelry, vases, books, coins,

manuscripts, relics, statues, and any and every thing which because of its age coupled with its design, make, or rarity renders it of especial value apart from its usefulness. To repair and reconstruct antiques of every name and nature. To acquire such property, real and personal, as may be necessary to the conduct of such business and to conduct the business in the manner in which it is ordinarily conducted by others engaged in a similar business.

To engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
BONNIE J. SHAFER	44 Fairview Blvd. Ft. Myers Beach, FL 33931	President/ Treasurer
DAVID L. SHAFER	44 Fairview Blvd. Ft. Myers Beach, FL 33931	V. President/ Secretary

ARTICLE VII

(Principal Office)

The principal office and mailing address of this corporation is 185 San Carlos Boulevard, Fort Myers Beach, Florida 33931.

ARTICLE VIII

(Initial Office and Registered Agent)

The street address of the initial registered office of the corporation is 185 San Carlos Boulevard, Fort Myers Beach, Florida 33931, and the name of the initial Registered Agent of this corporation at such address is DAVID L. SHAFER.

ARTICLE IX

(Incorporator)

The name and street address of the person signing these Articles of Incorporation is:

BONNIE J. SHAFER
44 Fairview Blvd.
Ft. Myers Beach, FL 33931

ARTICLE X

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XII

(Special/Regular Meetings)

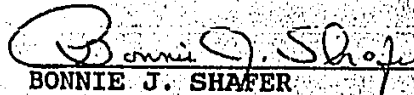
Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XIII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


BONNIE J. SHAFER

STATE OF FLORIDA
COUNTY OF LEE

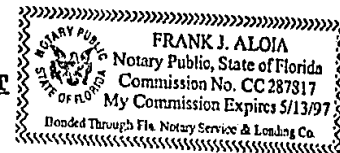
I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take

acknowledgments, personally appeared BONNIE J. SHAFER, to me known to be the person who made and who subscribed the foregoing Articles of Incorporation and who, without an oath, acknowledged executing the same for the uses and purposes therein contained.

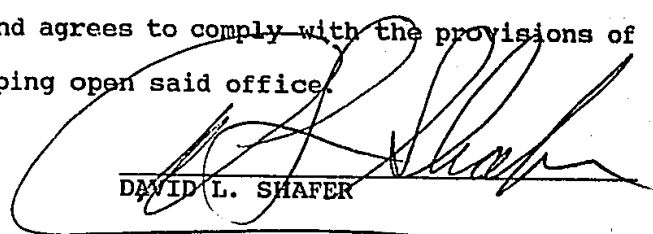
WITNESS my hand and official seal this 29th day of November, 1996.


Notary Public

ACCEPTANCE BY REGISTERED AGENT



DAVID L. SHAFER, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


DAVID L. SHAFER