

P96000102852

James Michael Friend
3519 Plantation Drive
Sarasota, FL 34231

August 5, 1996

EFFECTIVE DATE

12-11-96

State of Florida
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 34239

500001935875
-08/29/96--01068--009
***122.50 ***122.50

RE: Incorporation Of JMF Designs, LTD.

Dear Sir or Madam:

I am enclosing herewith the original and a copy of the Articles of Incorporation of JMF Designs, LTD. Please have the Articles filed, and return to me a certified copy of the Articles as filed, along with a certificate of Incorporation. They should be mailed to:

James Michael Friend
3519 Plantation Drive
Sarasota, FL 34231

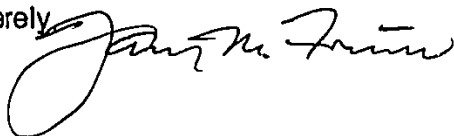
Also enclosed is a check in the amount of \$122.50, payable to the Secretary of State, in payment for the fees for incorporation.

If there are any problems with the incorporation, please call me at the following numbers:

Office: (941) 927-8817
Home: (941) 924-0475

Thank you for your prompt assistance in this matter.

Sincerely,



James Michael Friend
Incorporator

JMF/lf

Encs.

AL DEC 23 1996

W96-18566

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 18 AM 11:24

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 5, 1996

JAMES MICHAEL FRIEND
3519 PLANTATION DRIVE
SARASOTA, FL 34231

SUBJECT: J M F DESIGNS, LTD.
Ref. Number: W96000018566

We have received your document for J M F DESIGNS, LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not sufficient as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 696A00041574

James Michael Friend
3519 Plantation Drive
Sarasota, FL 34231

December 11, 1996

State of Florida
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 34239

RE: Incorporation Of JMF Designs Incorporated

Dear Sir or Madam:

I am enclosing herewith the original and a copy of the Articles of Incorporation of JMF Designs Incorporated. Please have the Articles filed, and return to me a certified copy of the Articles as filed, along with a certificate of Incorporation. They should be mailed to:

James Michael Friend
3519 Plantation Drive
Sarasota, FL 34231

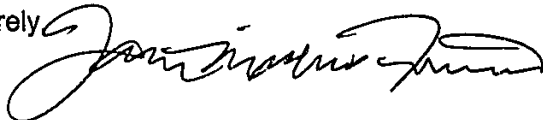
The check in the amount of \$122.50, payable to the Secretary of State has already been cashed by your department.

If there are any problems with the incorporation, please call me at the following numbers:

Office: (941) 927-8817
Home: (941) 924-0475

Thank you for your prompt assistance in this matter.

Sincerely,



James Michael Friend
Incorporator

JMF/tlf
Encs.

ARTICLES OF INCORPORATION
OF
J M F DESIGNS INCORPORATED

EFFECTIVE DATE
12-11-96

FILED
96 DEC 18 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, James Michael Friend, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be J M F Designs Incorporated.

ARTICLE II.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to operate at a designer, manufacturer, distributor and seller of jewelry, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares fully paid, ten cent (\$0.00) par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V.

NO PREEMPTIVE RIGHTS GRANTED

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 8201 South Tamiami Trail, Unit 24, Sarasota, Florida 34238.

ARTICLE VII.
INITIAL DIRECTORS

The number of directors of this corporation initially shall be one, which number may be increased or decreased pursuant to the bylaws of the corporation; so long as there are less than three stockholders, the number of directors may be less than three. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

*James Michael Friend
3519 Plantation Drive
Sarasota, Florida 34231*

ARTICLE VIII.
SUBSCRIBER

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

*James Michael Friend
3519 Plantation Drive
Sarasota, Florida 34231*

ARTICLE IX.
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on December 11, 1996.

ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, James Michael Friend, being the original subscriber to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 11th day of December, 1996.


JAMES MICHAEL FRIEND

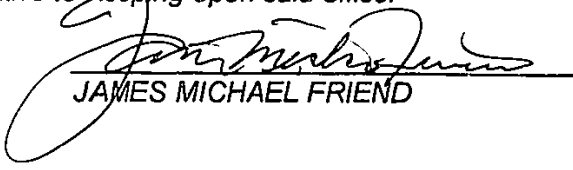
CERTIFICATION DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That J M F DESIGNS Incorporated, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Sarasota, County of Sarasota, State of Florida, has named James Michael Friend, located at 8201 South Tamiami Trail, Suite 24, Sarasota, Florida 34238, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JAMES MICHAEL FRIEND

FILED
96 DEC 18 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA