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JACQUELYN R. CAMPBELL, C.P.A., P.A.

*Certified Public Accountant*

7257 FOREST OAKS BOULEVARD

SPRING HILL, FLORIDA 34606

(352) 683-7365

FAX (352) 683-1241

EFFECTIVE DATE  
7-14-97

JACQUELYN R. CAMPBELL, C.P.A.  
MEMBER: AMERICAN INSTITUTE  
OF CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF CERTIFIED  
PUBLIC ACCOUNTANTS

January 18, 1997

In reply to: 297A00001797

000002064340--9  
-01/22/97--01077--008  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Corporate Records Division  
P. O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

Enclosed please find your letter of January 14, 1997 and the Articles of  
Incorporation for Clemente Jewelers, Inc.

Enclosed please find a check for \$122.50, payable to the Division of Corporations,  
in payment of filing fees, a certified copy and designation of a registered agent.

In Article II, the period of duration is perpetual commencing on the date of  
execution or the earliest date allowable by the division of corporations.

Respectfully,

*Jacquelyn R. Campbell*  
Jacquelyn R. Campbell

JRC:cac  
Enclosures

FILED  
97 JAN 22 AM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97 862/12/97  
17

# ARTICLES OF INCORPORATION

of

**CLEMENTE JEWELERS, INC.**

EFFECTIVE DATE  
11/4/97

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of the corporations for profit.

## ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be:

**CLEMENTE JEWELERS, INC.**

The principal place of business of this corporation shall be :

**7389 SPRING HILL DRIVE  
SPRING HILL, FL 34606**

## ARTICLE II - PERIOD OF DURATION

The period of duration of this corporation is perpetual, commencing on the date of execution and acknowledgment of these article or the earliest date allowable by the division of corporations, unless dissolved according to law.

## ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

## ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue 7000 shares of \$1.00 par value common stock. Stock shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

FILED  
97 JAN 21 AM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

STEPHEN CLEMENTE  
7389 SPRING HILL DRIVE  
SPRING HILL, FL 34606

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have **TWO** directors, initially, and the number of directors may be increased or decreased by amendment of the by laws of the corporation but shall in no case be less than one.

The name and street address of the member(s) of the initial board of directors is as follows:

STEPHEN CLEMENTE  
7389 SPRING HILL DRIVE  
SPRING HILL, FL 34606

HELEN FARRELL CLEMENTE  
7389 SPRING HILL DRIVE  
SPRING HILL, FL 34606

ARTICLE VII - INCORPORATORS

The name and street address of the member(s) of the initial subscribers signing these articles are as follows:

STEPHEN CLEMENTE  
7389 SPRING HILL DRIVE  
SPRING HILL, FL 34606

HELEN FARRELL CLEMENTE  
7389 SPRING HILL DRIVE  
SPRING HILL, FL 34606

ARTICLE VIII - INCORPORATORS

The power to adopt, alter, amend, or repeal by laws shall be vested in the Board of Directors and the Shareholders.

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

ARTICLE VII - INCORPORATORS

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount(s) set opposite of their names:

<b>STEPHEN CLEMENTE</b>	<b>50 SHARES</b>
<b>HELEN FARRELL CLEMENTE</b>	<b>50 SHARES</b>

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

In witness whereof, the undersigned Incorporators have executed these Articles of Incorporation this 2 day of Jan, 1997.

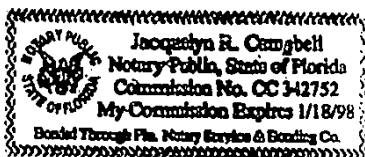
  
STEPHEN CLEMENTE

  
HELEN FARRELL CLEMENTE

State of Florida  
County of **HERNANDO**

BEFORE ME, the undersigned authority, personally appeared **STEPHEN CLEMENTE** being duly sworn, says that he is the individual described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this  
2nd day of JANUARY, 1997

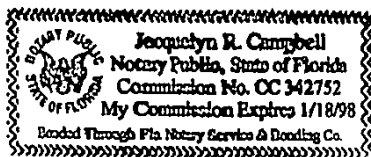


*Jacquelyn R. Campbell*  
Notary Public, State of Florida

State of Florida  
County of **HERNANDO**

BEFORE ME, the undersigned authority, personally appeared **HELEN FARRELL CLEMENTE** being duly sworn, says that she is the individual described in and who subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this  
2nd day of JANUARY, 1997



*Jacquelyn R. Campbell*  
Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

**CLEMENTE JEWELERS, INC.**

The name and address of the registered agent and office is:

STEPHEN CLEMENTE  
7389 SPRING HILL DRIVE  
SPRING HILL, FL 34606

FILED  
97 JAN 21 AM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Acknowledgment:

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 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 obligation of my position as registered agent.

  
\_\_\_\_\_  
STEPHEN CLEMENTE

1-2-97  
\_\_\_\_\_  
Date