P970002364/

Rainbow's End Jewelry

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SECALIAL OF STATE

561-597-4514 Fax: 561-597-4515 Florida Tax ID: 53-00-023078-16

Rani S. Beasley

Katherine E. Metcalf

February 24, 1997

State of Florida Division of Incorporation P.O. Box #6327 Tallahassee, FL 32314

800002099568--6 -02/27/97--01040--001 ****122.00 *****122.00

Enclosed please find the Articles of Incorporation for Rainbow's End Jewelry, Inc. and a copy of the same. I have also enclosed a check in the amount of \$122.00 for the filing fees.

Thank you for your assistance.

Sincerely,

Katherine E. Metcalf Rainbow's End Jewelry

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Encl

7100 S.W. Springhaven Ave., Indiantown, Florida 34956



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Socretary of State

March 4, 1997

KATHERINE E. METCALF 7100 SW SPRINGHAVEN AVE INDIANTOWN, FL 34956

SUBJECT: RAINBOW'S END JEWELRY, INC.

Ref. Number: W9700005069

We have received your document for RAINBOW'S END JEWELRY, INC. and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

3/10/97: The above changes have board been made to the Enclosed

Pamela Hall Document Specialist

Letter Number: 997A0001 1131

Thanks-you,

KEMStarf

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TÄLLÄHÄSSEE FLORIDA

ARTICLES OF INCORPORATION OF RAINBOW'S END JEWELRY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is Rainbow's End Jewelry, Inc. The principal place of business address shall be 7100 S.W. Springhaven Avenue, Indiantown, Florida 34956.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact jewelry sales, repairs, custom designs, appraisals, purchase and sales of gem stones and any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or the laws of the United States of America. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. No preemptive rights shall exist with respect to the purchase, sale or transfer of stock shares. Voting of all shares shall be non cumulative.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7100 S.W. Springhaven Ave., Indiantown, Florida 34956 and the name of its initial registered agent at such address is Rani S. Beasley.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is 2. The names and addresses of each person who is to serve as a member of the initial board of directors are:

Name

AGITIE

Rani S. Beasley

Address

7100 S.W. Springhaven Ave.

Indiantown, FL 34956

Katherine E. Metcalf

7100 S.W. Springhaven Ave.

Indiantown, FL 34956

ARTICLE SEVEN

INCORPORATORS

The names and addresses of each incorporator are:

Name

Katherine E. Metcalf

Address

7100 S.W. Springhaven Ave.

Indiantown, FL 34956

Executed by the undersigned at Martin County Florida on March 1997.

Katherine E. Metcalf, Incorporator

STATE OF FLORIDA **COUNTY OF MARTIN**

BEFORE ME, the undersigned authority, personally appeared Katherine E. Metcalf, who is to me well known to be the person 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 use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at

Street, 76, in said County and State the // day of March, 1997.

My Commission Expires: IL Description of PELL.

NOTARY PUMB TO SEE OF FLORIDA COMMISSION NO CC546899

MY COMMISSION EXP. APR. 27,2000

FILED

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENTIARY OF STATE TALLAHASSE, FLORIDA

I HEREBY accept the appointment of registered agent. I am familiar with, and accept the duties and responsibilities as registered agent for said corporation.

Rani S. Beasley

The foregoing instrument was acknowledged before me this _____ day of March, 1997 by Rani S. Beasley, who is personally known to me and who did take an oath.

Notary Public

My Commission Expires:

OFFICIAL NOTARYSEAL JUDITH H POPPELL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC546899 M. COMMISSION EXP. APR. 27,2000