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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: LAKE CITY LAPIDARY & JEWELRY, INC.

AUDIT NUMBER.....H9700009359

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: LAKE CITY LAPIDARY & JEWELRY, INC.
REF: W97000013409

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Claretha Golden
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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

ARTICLE I - NAME OF CORPORATION

The name of the corporation is LAKE CITY LAPIDARY & JEWELRY, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation is authorized to conduct any lawful business in the State of Florida which is not prohibited by law, rule or regulation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 (Five Hundred) shares of COMMON STOCK, each share having a par value of \$1.00 (One Dollar). Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be voting.

Authorized Capital Stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$500.00 (Five Hundred Dollars).

ARTICLE V - TERM OF EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of the corporation is to be at: 124 N MARION ST, LAKE CITY, FLORIDA, 33025.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Prepared by: Time Financial Service, Inc., 14000 MILITARY TRAIL.,
Suite 104, Delray Beach, Florida 33484
(561) 499-8448

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ARTICLE VII - RESIDENT AGENT

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

That LAKE CITY LAPIDARY & JEWELRY, INC., desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation in the City Of Lake City, County of Columbia, has named Jeffery A Mears, located at 4639 Franwood Dr, Delray Beach, Florida. 33445, as it's Agent to accept service of process within this State.

ACKNOWLEDGEMENT: 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 ace, relative to keeping said office open.


JEFFREY A MEARS: Registered Agent

ARTICLE VIII - DIRECTORS

The corporation shall have TWO (2) directors initially, The number of Directors may be increased or diminished from time to time by the BY-LAWS, BUT shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the first officers and Board of Directors of this corporation, who shall hold office until their successor are elected and have qualified are as follows.

ARTICLE X - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take and the value of consideration therefore are as follows:

NAME	ADDRESS	NUMBER OF SHARES	AMOUNT
JEFFREY A MEARS	4639 FRANWOOD DR		
&	DELRAY BCH, FL. 33445	500	\$500.00
DENISE D MEARS	JTWROS		

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ARTICLE XI - EFFECTIVE DATE

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These Article of Incorporation shall be effective on the 2nd day of JUNE, 1997.

ARTICLE X11 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the Stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of June, 1997

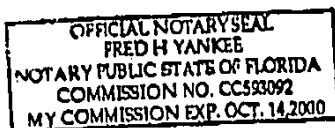
Jeffery A Mears
Jeffery A Mears, Pres.

Denise d Mears
Denise d Mears, Sec. & Tres.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned Notary, Public, personally appeared JEFFERY & DENISE MEARS known to me personally to be the individuals described herein and first being sworn, executed the foregoing Articles of Incorporation and acknowledge before me that they executed the same for the purposes therein stated. The foregoing instrument was acknowledged before me this date by: JEFFERY & DENISE MEARS, who are personally known to me, and who did take an oath.

WITNESS, my hand and official seal in the County and State named above this 2ND day of JUNE, 1997.



[Signature]
Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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