

P97000058935

July 01, 1997

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

800002230213 --- 11
-07/03/97--01035--008
*****78.75 *****78.75

SUBJECT: MEY - ZALE, LTD.

Enclosed is an original and one (1) copy of the Articles of Incorporation for MEY - ZALE, LTD. and a check for \$78.75 for Filing Fee & Certificate.

FROM: Kathleen A. Meyer
222 E. Stewart Ave.
Lake Wales, FL 33853

Any questions regarding this incorporation may be directed to Kathleen a. Meyer at (941) 678-1870.

Kathleen A. Meyer GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp. Address*
DATE *7/7/97*
DOC. EXAM *gf*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL - 7 PM 2:37

gf 7/7/97

EFFECTIVE DATE

7/1/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -2 PM 2:37

ARTICLES OF INCORPORATION

of

MEY - ZALE, CORP.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: MEY - ZALE, CORP.

227 KILMER LANE SOUTHEAST, WINTER HAVEN, FL 33884

ARTICLE II - PERIOD OF EXISTENCE

The Corporation shall exist perpetually beginning on the 1st day of July, 1997.

ARTICLE III - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 222 E. Stewart Ave. Lake Wales, FL 33853 and the name of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Kathleen A. Meyer.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the Florida Business Corporation Act.

ARTICLE V - SHARES

The total authorized capital stock of the Corporation is One Hundred (100) shares having a Par Value of NONE. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with one (1) or more directors; the beginning number of directors shall be TWO (2) in number, which number may be changed at any special or general meeting of the stockholders. The name and address of the first board of directors is:

NAME	ADDRESS
Kathleen A. Meyer	227 Kilmer Lane, SE., Winter Haven, FL 33884
Logan Meyer	227 Kilmer Lane, SE., Winter Haven, FL 33884

ARTICLE VII - INCORPORATOR(S)

The name and address of the incorporator to these articles is:

Kathleen A. Meyer
227 Kilmer Lane, SE
Winter Haven, FL 33884

ARTICLE VIII - EXECUTIVE COMMITTEE-OFFICERS

The affairs of this Corporation shall be managed by an executive committee composed of the officers elected by the Board of Directors at its annual meeting.

The names of the officers who shall serve until the next election are:

President	Kathleen A. Meyer
Secretary/Treasurer	Logan Meyer

ARTICLE X - INDEMNITY

Directors of the Corporation shall not be liable to either the Corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a directors duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The undersigned incorporator has executed these Articles of Incorporation this

2ND day of JULY, 1997.

Kathleen A. Meyer
Signature

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -3 PM 2:37

**CERTIFICATE OF DESIGNATION OF
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 OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is: MEY - ZALE CORP.
2. The name and address of the registered agent and office is:
Kathleen A. Meyer
222 E. Stewart Ave.
Lake Wales, FL 33853

*Having been named as registered agent and to accept service of process for the above
stated corporation the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in 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 obligations of my
position as registered agent.*

Kathleen A. Meyer
Signature

7-2-97
Date