

STATE OF FLORIDA
Department of State
Tallahassee, Florida

Dear Sir:

You will find enclosed Articles of Incorporation for Florida Gemological Associates, Inc, along with a check for \$122.50 payable to the Secretary of State, in payment of the filing fee and the fee to obtain a certified copy of the Articles.

Please send the certified copy to:

Edward B. Deckard
676 Channing Drive
Palm Harbor, FL 34684

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-07/03/97--01119--003
****122.50 ****122.50

Sincerely yours,

Edward B. Deckard

Date: 6-30-97

FILED
97 JUL -3 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature
6/29/97

ARTICLES OF INCORPORATION
OF
FLORIDA GEMOLOGICAL ASSOCIATES, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - Name

The name of the Corporation is Florida Gemological Associates, Inc.

ARTICLE II - Duration

The term of existence of the Corporation is perpetual.

ARTICLE III - Purpose

The general nature of the business to be transacted by this Corporation is:

- A. To engage in every phase and aspect of the business of jewelry appraisal in the State of Florida and throughout the world and to engage in and do any lawful act concerning any or all lawful businesses as provided for by Florida Statutes.
- B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries:
- C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporation property, or other instruments to secure the payment of corporate indebtedness as required;
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business;
- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

F. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation;

G. To engage in any activity or business permitted under the laws of the United States and of the State of Florida;

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE IV - Capital Stock

The capital stock of this Corporation shall be 25,000 shares of common stock having a par value of \$1.00 per share.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of the Corporation.

ARTICLE V - Power to Restrict Transfer of Shares

The shareholders of the Corporation shall have the power to include in the Bylaws any regulatory or restrictive provisions adopted by a two-thirds majority of the shareholders of the Corporation regarding the proposed sale, transfer or other disposition of any outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Corporation. Every certificate representing shares which are so restricted shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the

certificate, or shall state that the Corporation will furnish to any shareholder upon request and without charge a full statement of, such restrictions.

ARTICLE VI - Preemptive Rights Granted

Each shareholder of this Corporation shall have the first right to purchase shares of this Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares; provided, however, if said issuance of such shares or securities is for the purpose of the Corporation's acquisition of any assets essential or required to carry out or in furtherance of the business of the Corporation, which fact is determined by the Board of Directors of the Corporation, the shareholders of this Corporation shall have no such preemptive rights, and the Corporation may issue such shares or securities for said asset. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VII - Registered Office

The street address of the initial registered office of the 676 Channing Drive, Palm Harbor, FL 34684, and the name of the initial registered agent as such address is Edward B. Deckard.

ARTICLE VIII - Incorporators

The names and addressed of the incorporators are:

<u>Name</u>	<u>Address</u>
Edward B. Deckard	676 Channing Drive, Palm Harbor, FL 34684

ARTICLE IX - Directors

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be provided in the Bylaws of the Corporation but shall never be less than one (1). Except as limited by these Articles of Incorporation or the Bylaws of the Corporation, the directors shall have all powers granted to them by the Florida General Corporation Act effective January 1, 1976, or as it is thereafter amended.

ARTICLE X - Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of one (1) director.

The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Edward B. Deckard	676 Channing Drive, Palm Harbor, FL 34684

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders.

Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

ARTICLE XII - Amendment

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholder's meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All the directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted:

C. The shareholders may amend or repeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

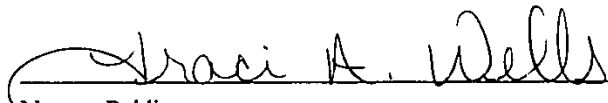
IN WITNESS WHEREOF, the undersigned executed these Article of Incorporation on this
30th day of June, 1997.


_____(SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)



The foregoing instrument was acknowledged before me this 30th day of
June, 1997, by Edward B. Deckard.



Notary Public

(SEAL)
My Commission Expires:

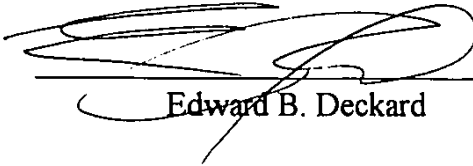
ACCEPTANCE

I hereby accept to act as initial Registered Agent for Florida Gemological Associates, Inc., as stated in these Articles of Incorporation.

The address of the Registered Agent is:

676 Channing Drive
Palm Harbor, FL 34684

This address is also the address of the principal office of the corporation.

 (SEAL)
Edward B. Deckard

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SECRET
TALLAHASSEE, FLORIDA