

P970000064426

DONALD L. BASS  
7166 S.E. OSPREY STREET  
HOBE SOUND, FLORIDA 33455  
(561) 546-6620 or 744-0581

July 21, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

500002244735--8  
-07/23/97--01020--002  
\*\*\*122.50 \*\*\*122.50

Re: Vince Izzo, Inc.

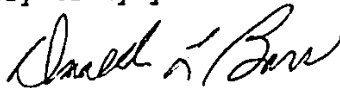
Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

If any further information is needed, please contact me directly.

Very truly yours



Donald L. Bass  
Registered Agent

JUL 25

BSB

FILED  
97 JUL 23 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VINCE IZZO, INC.

FILED

97 JUL 23 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE

VINCE IZZO, INC.

THE PRINCIPAL OFFICE ADDRESS IS: 16673 74TH AVENUE NORTH, PALM BEACH GARDENS, FL 33418, AND THE MAILING ADDRESS IS: P.O. BOX 1252, JUPITER, FL 33468.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

(A) TO CARRY ON THE BUSINESS OF JEWELRY MANUFACTURING, SALES AND DISTRIBUTION AND MAIL ORDER SALES OF JEWELRY TO THE GENERAL PUBLIC. ALSO, CONSULTATION AS NEEDED OR REQUESTED.

(B) FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.

(C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE STOCK.

ARTICLE IV

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR 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. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

VINCENT IZZO, JR.  
16673 74TH AVENUE NORTH  
PALM BEACH GARDENS, FL 33418

ARTICLE VIII

BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE IX

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

VINCENT IZZO, JR.  
16673 74TH AVENUE NORTH  
PALM BEACH GARDENS, FL 33418

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE  
ARTICLES OF INCORPORATION THIS 21<sup>st</sup> DAY OF July,  
1997.

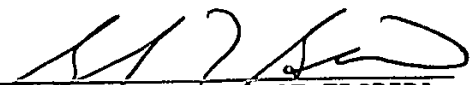
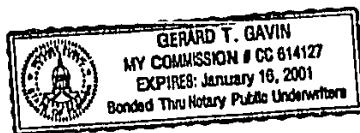


VINCENT IZZO, JR.  
SUBSCRIBER

STATE OF FLORIDA                     )  
  ) SS.  
COUNTY OF PALM BEACH         )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY  
APPEARED VINCENT IZZO, JR. KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON  
WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND HE  
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION.  
DRIVERS LICENSE WITH PHOTO I.D. USED AS CONFIRMATION OF IDENTITY.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY  
OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 21<sup>st</sup> DAY  
OF July, 1997.



NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES: 1-16-2001

FILED

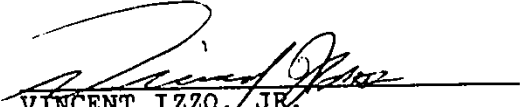
97 JUL 23 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

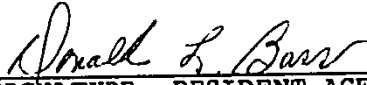
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST: THAT VINCE IZZO, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
16673 74TH AVENUE NORTH, PALM BEACH GARDENS, STATE OF FLORIDA, HAS NAMED  
DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND, FLORIDA  
33455 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
VINCENT IZZO, JR.  
SECRETARY

7/21/97  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
(SIGNATURE, RESIDENT AGENT)  
DONALD L. BASS

7/21/97  
DATE