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K & K Accounting & Tax Service, Inc.
4700 N. State Rd. 7
Suite 221
Fort Lauderdale, Florida 33319
(305) 485-5252

September 12, 1997

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

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-09/18/97--01020--013
*****70.00 *****70.00

Dear Sirs:

Enclosed are two (2) Copies of Articles of Incorporation of **MARCY'S JEWELRY, INC.** and the appointment of registered agent for filing purposes.


Also, enclosed is a check for \$70.00 to cover charter tax, filing fees, registered agent filing fee. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved Articles of Incorporation to the above address.

Very Sincerely,

K & K Accounting & Tax, Inc.


Donna Kent,
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARCY'S JEWELRY INC.

FILED
97 SEP 18 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:
MARCY'S JEWELRY, INC.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at par value of \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

5. This corporation shall commence to exist on the date which the Articles of Incorporation are filed in the Office of the Secretary of the State of Florida.

6. The principal office, registered agent, and registered office address is:

MARCELINA K. BACOMO - SS #263-69-6319
7824 NORTHWEST 44 STREET
SUNRISE, FLORIDA 33351

7. The number of directors constituting its initial board of Directors is one (1), whose name and address is as follows:

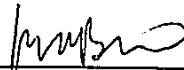
MARCELINA K. BACOMO - SS #263-69-6319
10401 SOUTHWEST 16 PLACE
DAVIE, FLORIDA 33324

8. The name and address of the initial incorporator is as follows:

MARCELINA K. BACOMO - 1000 SHARES
10401 SOUTHWEST 16 PLACE
DAVIE, FLORIDA 33324

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation".

SIGNED ON THE FOLLOWING DATE: 9-12-, 1997.



MARCELINA K. BACOMO
Registered Agent

justine
MARCELINA K. BACOMO
Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 12th DAY OF SEPTEMBER, 1997.

STATE OF FLORIDA)

SS # 263-69-6319

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared MARCELINA K. BACOMO, who after first being duly sworn, deposes and says that she is the person described in and who subscribed to the Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of his knowledge and belief of MARCELINA K. BACOMO.

SWORN TO AND SUBSCRIBED before me this 12th day of
SEPTEMBER, 1997.

My Commission Expires:

Loures Lavastida
NOTARY PUBLIC,
STATE OF FLORIDA



FILED
97 SEP 18 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA