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120 EAST MAPLE STREET
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FILED

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REPLY TO:
P. O. BOX 770791
WINTER GARDEN, FLORIDA 34777-0791

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 16, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: STERLING'S JEWELRY & WATCH REPAIR, INC.

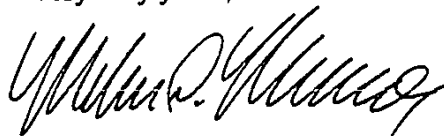
Dear Sir or Madame:

Enclosed herein is the duly executed original and a copy of the Articles of Incorporation of the proposed corporation STERLING'S JEWELRY & WATCH REPAIR, INC., and a check in the amount of \$122.50 for payment of costs involved in filing this proposed corporation.

Please endorse your approval of the Articles of Incorporation on the copy, certify and return said copy to this office at your earliest convenience.

Thank you so much for your assistance in this matter.

Very truly yours,



Melissa D. Munroe

enclosures

P.Mall

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**ARTICLES OF INCORPORATION
OF
STERLING'S JEWELRY & WATCH REPAIR, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this Corporation is **STERLING'S JEWELRY & WATCH REPAIR, INC.**

ARTICLE II. - DURATION

This Corporation shall exist perpetually.

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business or activities at any of its branches at one or more offices or agencies, both within and without the State of Florida, in any and all other states, territories and colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

ARTICLE IV. - CAPITAL STOCK

The amount of paid capital with which the Corporation will commence business is **ONE HUNDRED and NO/100 (\$100.00) DOLLARS.**

This Corporation is authorized to issue **ONE HUNDRED (100) shares of Common Stock of ONE and NO/100 (\$1.00) DOLLARS per share par value which shall be designated Common Shares.**

ARTICLE V. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the stockholder already holds, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which the stock is offered to others.

ARTICLE VI. - BOARD OF DIRECTORS

This Corporation shall be conducted and managed by two (2) Directors. The number of Directors may be fixed from time to time by the By-Laws of the Corporation but shall never be less than one.

The names and addresses of the initial Directors of this Corporation and their respective offices are:

STERLING E. LALLO.....President/Director
9401 W. Colonial Drive, Suite 100, Ocoee, FL 34761-6903
DONNA M. LALLO..... Sec./Treasurer/Director
9401 W. Colonial Drive, Suite 100, Ocoee, FL 34761-6903

ARTICLE VII. - INCORPORATORS

The names and place of residence of the original subscriber of the capital stock, numbers of shares subscribed and the value of the consideration therefor which subscribers agree to take are as follows:

STERLING E. LALLO, 136 Roper Drive, Winter Garden, FL 34787
60..... shares of stock at \$1.00 per share;
DONNA M. LALLO, 136 Roper Drive, Winter Garden, FL 34787
40..... shares of stock at \$1.00 per share;

ARTICLE VIII. - BY-LAWS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner as hereunder prescribed by statutes, and all rights conferred on Stockholders herein are granted subject to this reservation.

The undersigned, being the Original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business within the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and so respectively agree to take the number of shares of stock hereinabove set forth and accordingly have hereunto set our hand and seal, this 10TH day of September, 1997.


STERLING E. LALLO


DONNA M. LALLO


STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, personally appeared STERLING and DONNA LALLO, to me known, and they acknowledge that they are the persons who made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal this date



MELISSA D MUNROE
My Commission CC371308
Expires May. 09, 1998
Bonded by HAI
800-422-1555


Notary Public

STATE OF FLORIDA
DEPARTMENT OF STATE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

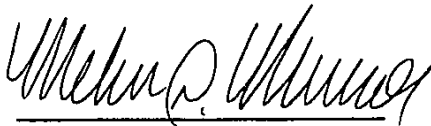
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STERLING'S JEWELRY & WATCH REPAIR, INC. is a Corporation organized under the Laws of the State of Florida and the following is submitted in compliance with Chapter 48.091, Florida Statutes.

The Principal Office of this Corporation is located in the City of Ocoee, County of Orange, State of Florida, its Post Office address is 9401 W. Colonial Drive, Suite 100, Ocoee, FL 34761-6903, and has named MELISSA D. MUNROE, 120 East Maple Street, Post office Box 770791, Winter Garden, Florida 34777, as its Registered Agent to accept Service of Process within this State.

ACKNOWLEDGMENT:

Having been named to accept Service of Process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



MELISSA D. MUNROE as
Registered Agent