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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-4-97

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***122.50 ***122.50

Florida Department of State
Division of Corporations
ATTN: New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

Re: New Filing Section

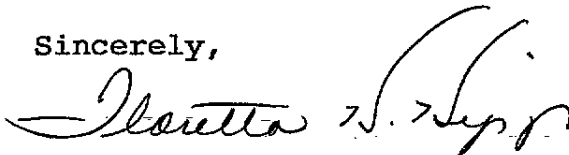
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for PS THE JEWELRY OUTLET, INC. and check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Sincerely,



Floretta H. Hipp

Phoenix Paralegal Serivices
922 West King Street
Cocoa, FL 32922

P. Hall NOV 12 1997

ARTICLES OF INCORPORATION

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OF

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PS THE JEWELRY OUTLET, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby organizes and incorporates for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," for the transaction of business with and under the following charter:

ARTICLE I - NAME

The name of the corporation is: PS THE JEWELRY OUTLET, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business is: 375 Harbor Drive, Cape Canaveral, Florida 32920.

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all activity or business permitted under the laws of the United States for which a corporation may be organized under "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," as may from time to time be amended.

ARTICLE V - STATED CAPITAL

The amount of the total authorized capital stock of the corporation shall be one thousand (1000) shares of common stock having a nominal par value of one dollar (\$1.00) per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE VI- BOARD DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

This corporation shall have one (1) director initially. The number of directors of this corporation shall be increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1).

The name and post office address of the first Board of Directors, subject to the provisions of the Certificate of Incorporation, the By-Laws of this corporation, and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," who shall hold office until the first meeting of shareholders of said corporation or until the

successors are elected and qualify shall be:

DIRECTORS

POST OFFICE ADDRESS

PHILIP S. BARNES

375 Harbor Drive
Cape Canaveral, FL 32920

SUSAN J. BARNES

375 Harbor Drive
Cape Canaveral, FL 32920

ARTICLE VII - INCORPORATORS

The name and address of the Incorporators of these Articles of Incorporation is:

PHILIP S. BARNES

375 Harbor Drive
Cocoa, FL 32922

SUSAN J. BARNES

375 Harbor Drive
Cape Canaveral, FL 32920


ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 375 Harbor Drive, Cape Canaveral, FL 32920, and the name of the initial registered agent of the corporation at that address is: PHILIP S. BARNES.

IN WITNESS WHEREOF the undersigned as Incorporator hereby executes these Articles of Incorporation this 31st day of October, 1997.



PHILIP S. BARNES, Incorporator



SUSAN J. BARNES, Incorporator

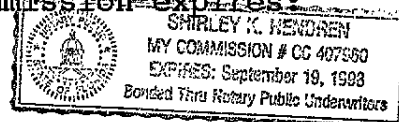
STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this 31st day of October, 1997, personally appeared PHILIP S. BARNES and SUSAN J. BARNES, the persons who executed the foregoing articles of incorporation, and they acknowledged before me that they executed the same.

Proof: Florida Driver's Licenses



Notary Public
My commission expires:



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ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at 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.


PHILIP S. BARNES
Registered Agent