8000029186

December 18, 1997

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

100002416981--4 -01/30/98--01037--009 ****122.50 ****122.50

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of Jewelry Connection, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as Jewelry Connection, Inc., is appreciated.

Respectfully,

Plasso Carter Johanna Carter

Secretary
1446 Pinehust Dr

Apring Hill, H 34606 352-866-8812?



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 4, 1998

JOHANNA CARTER 1446 PINEHURST DR SPRING HILL, FL 34606

SUBJECT: JEWELRY CONNECTION, INC.

Ref. Number: W98000002563

We have received your document for JEWELRY CONNECTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan Document Specialist

Letter Number: 398A00006388

ARTICLES OF INCORPORATION

FILED

OF

98 MAR 30 PM 3:51

JEWELRY CONNECTION SUPERSTORE, INC. TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Jewelry Connection Superstore, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) at the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shared consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received.

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ARTICLE SIX

The street address of its initial registered office is 1446 Pinehurst Drive, Spring Hill, Florida 34606, and the name of its initial registered agent at such address is Johanna Carter.

ARTICLE SEVEN

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE EIGHT

The number of directors constituting the initial board of directors is one, and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Johann Carter President/Treasurer/Secretary 10614 Brane Lane, Hudson, FL 34667

ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

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ARTICLE TEN

The name and address of each incorporator is:

Johanna Carter

10614 Brane Lane, Hudson, FL 34667

ARTICLE ELEVEN

The name and address of each subscriber and number of shares of stock each agrees to take is as follows:

Name

Address

of Shares

Johanna Carter

10614 Brane Lane Hudson, FL 34667 10

JAKANNA' C Carter Seal

ARTICLE TWELVE

The principal office of the corporation shall be located at 1446 Pinehurst Drive, Spring Hill, FL 34606. This location also serves as the address for the registered agent.

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

27 day of 27, 1998.

Signed, sealed and delivered in the presence of:

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STATE OF FLORIDA COUNTY OF HERNANDO

I hereby certify that on this day before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Johanna Carter to me known to be the person described in or produced ELDRIVERS AICENSE as identification and who executed the foregoing instrument and s/he acknowledged before me that s/he executed the same.

Witness my hand and official seal in the County and State last aforesaid this __27_ day of MARCH_ A.D. 1998.

Notary Public NANCY M. TURNBUCK

MANCY M. TURNBULL
My Comm Exp. 5/24/98
Bonded By Service Ins
No. CC360539

[] Personally Known Williams Williams

FILED

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

98 MAR 30 PM 3:51

Pursuant to the provision of Section 607.25 RETELORIDA Statutes, the undersigned corporation, organized under the ASSWE, PLORIDA the State of Florida, submits the following statement in designating, the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is : Jewelry Connection Superstore, Inc.
- 2. The name and address of the registered agent and office is: Johanna Carter 10614 Brane Lane, Hudson, FL 34667.

Signature:	Johanna & Rocks
Title:	President.
Date:	3/27/98

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 proper and complete performance of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

Signature: hanna & Carty

Date: 3/27/98