

P98 0000 32143

Fr: MINH PHUONG JEWELRY
622-13 CASSATT AVE
JACKSONVILLE FL. 32205

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED
98 APR - 6 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 8 1998

Examiner's Initials

ARTICLES OF INCORPORATION

OF

MINH PHUONG JEWELRY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be Minh Phuong Jewelry, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the States of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000 shares of common stock having a par value of \$15.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 622-13 Cassat Ave., Jacksonville, Florida, 32205 and the name of the initial Registered Agent for the corporation at that address is Liem Thi Nguyen.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulation issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled, as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Liem Thi Nguyen, President
HongLan Thi Tran, Secretary and Treasure

ARTICLE X INCORPORATORS

The name and address of the incorporators are:

Liem Thi Nguyen, 3941 Moss Oak Dr., Jacksonville, Florida 32277
HongLan Thi Tran, 3941 Moss Oak Dr., Jacksonville, Florida 32277

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on this 2nd day of April, 1998.

Incorporator:

[Signature]
Liem Thi Nguyen

Incorporator:

[Signature]
HongLan Thi Nguyen

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 2nd day of April, 1998, by Liem Thi Nguyen and HongLan Thi Tran, who has produced ID# N250-538-49-640-0 FL. ID# 047720901 as identification and who did take an oath.

(SEAL)

[Signature]
Notary Public BEATY P. HENSLEY
State of FLORIDA COMMISSION # CC 413244
My Commission Expires OCT 13, 1998

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 622-13 Cassat Avenue, Jacksonville, Florida, 32205 has named HongLan Thi Tran whose address is, 3941 Moss Oak Dr., Jacksonville, Florida, 32277, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

HongLan T. Tran
HongLan Thi Nguyen

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared HongLan Thi Nguyen, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 2nd day of April, 1998.

(SEAL)

Betty P. Hensley
Notary Public

State of _____

My Commission Expires: EXPIRES OCT 13, 1998



BETTY P. HENSLEY
COMMISSION # CC 413244

BONDED THRU
ATLANTIC BONDING CO., INC.

SEAL
TALLAHASSEE, FLORIDA

98 APR -6 AM 9:04

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