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P98000044249
May 8, 1998

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

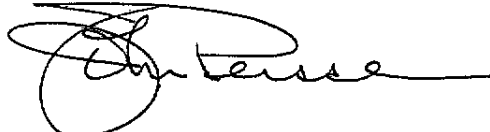
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*****70.00 *****70.00

RE: JOSEPH'S JEWELERS, INC.

Enclosed is the signed original of the Articles of Incorporation of the above corporation.
I have also enclosed a check in the amount of \$70.00 for the filing fee.

Please process this at your earliest opportunity.

Very truly yours,


John W. Persse

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 PM 2:48

JWP/jvp
Enclosures

5/15

ARTICLES OF INCORPORATION
of
JOSEPH'S JEWELERS, INC.

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Article I - Name

The name of the Corporation is: JOSEPH'S JEWELERS, INC.

Article II - Address

The address of the principal of the corporation and its mailing address is: 3482 Clark Road, Sarasota, Florida 34231.

Article III - Authorized Shares

The Corporation is authorized to issue 10,000 shares which are not to be divided into classes.

Article IV - Resistered Office/Agent

The name of the Corporation's initial Registered Agent is: Joseph R. Ouellette. The street address of the Corporation's initial registered office is: 3482 Clark Road, Sarasota, Florida 34231.

Article V - Incorporator

The name and address of the incorporator is: Joseph R. Ouellette, 3482 Clark Road, Sarasota, Florida 34231.

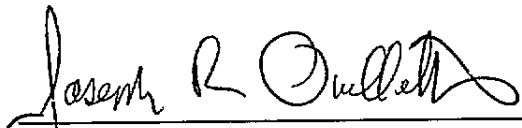
Article VI - Director

The name and address of the initial director of the corporation is: Joseph R. Ouellette, 3482 Clark Road, Sarasota, Florida 34231.

Article VII - Purpose

The corporation may engage in the business of retail jewelry sales and in any other transaction or business permitted under the laws of the United States and of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation.



Joseph R. Ouellette

Acceptance of Registered Agent

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated the Registered Agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Joseph R. Ouellette

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