

P98000086084

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS
98 OCT -7 PM 3:26

Jeff Wheeler Gem's
and Minerals, Inc.

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by: _____

Name _____

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OCT - 7 1998

ARTICLES OF INCORPORATION
OF
Jeff Wheeler Gem's and Minerals, Inc.

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ARTICLE I

The name of the Corporation is Jeff Wheeler Gem's and Minerals, Inc.

ARTICLE II

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the Office of the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

The Corporation is organized to engage in the business of making sales of gemstones and to perform any and all other lawful business activities.

ARTICLE IV

The Corporation is authorized to issue 1000 shares of stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

The principal corporate offices of the Corporation shall be:

9045 Breeland Drive
Tampa, Florida 33626

ARTICLE VI

The street address of the initial registered office of the corporation is:

111 Mason Street
Brandon, Florida 33511

The name of the Corporation's initial registered agent at such address is

Stephen G. Connett

ARTICLE VII

The Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and addresses of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
James J. Wheeler	9045 Breeland Drive Tampa, Florida 33626
Sharon G. Wheeler	9045 Breeland Drive Tampa, Florida 33626

ARTICLE VIII

The name and address of the incorporator signing these Articles of Incorporation is:

James J. Wheeler
9045 Breeland Drive
Tampa, Florida 33626

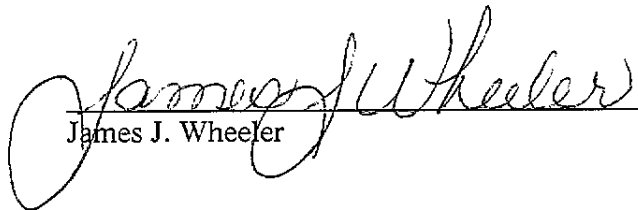
ARTICLE IX

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE X

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

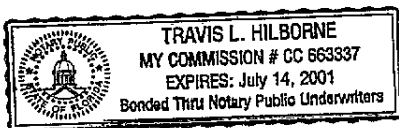
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 6th day of October, 1998.


James J. Wheeler

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 05 day of October, 1998 by James J. Wheeler, who is personally known to me or who has produced Fl. Drivers Licence as identification and who did (did not) take an oath.


NOTARY PUBLIC, State of Florida at Large



ACCEPTANCE OF REGISTERED AGENT

OF

Jeff Wheeler Gem's and Minerals, Inc.

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.



Stephen G. Connett

DATE: 10-6-98

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