

O'NEILL & O'NEILL SERVICES
ACCOUNTING, TAX RETURNS & RELATED SERVICES
P. O. BOX 50975
JACKSONVILLE BEACH, FL 32240-0975
904 - 249-3100 PHONE
904-249-2111 FAX

September 17,
18, 1998

P98000088506

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

900002646929--7
-09/23/98--01032--017
***122.50 ***122.50

Re: Beech Products, Inc.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$ 122.50.

Please file the Articles and certify and return the copy to us at your earliest convenience.

Thank you,

Karen B. O'Neill

Karen B. O'Neill, President
O'Neill & O'Neill Services, Inc.

Henry A. Ramirez
HENRY A. RAMIREZ, PRESIDENT
BEECH PRODUCTS, INC.

KBO/bje
Enclosures -
cc. BEECH PRODUCTS, INC.

FILED
98 OCT 16 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH OCT 16 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 24, 1998

KAREN B. O'NEILL
P.O. BOX 50975
JACKSONVILLE BEACH, FL 32240-0975

SUBJECT: BEECH PRODUCTS, INC.
Ref. Number: W98000021938

We have received your document for BEECH PRODUCTS, 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.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 598A00048276

ARTICLES OF INCORPORATION

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

RIVER CITY JEWELRY, INC.

The name of this corporation is: initial principal offices located at 1802 Eastern Drive, Jacksonville Beach, FL 32250, and mailing address at P.O. Box 50976, Jacksonville Beach, FL 32240-0976.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in mail order sales, both retail and wholesale, or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One thousand (1000) shares of stock with the par value of fifty cents (\$0.50) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill, located at 1108 North 7th Street, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - CORPORATE DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Henry A. Ramirez	1802 Eastern Drive Jacksonville Beach, FL 32250
Henry Ramirez (No middle initial)	1802 Eastern Drive Jacksonville Beach, FL 32250
Peggie H. Ramirez	1802 Eastern Drive Jacksonville Beach, FL 32250

ARTICLE VIII - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Henry A. Ramirez President	1802 Eastern Drive Jacksonville Beach, FL 32250
Henry Ramirez Vice-President	1802 Eastern Drive Jacksonville Beach, FL 32250
Peggie H. Ramirez Secretary/Treasurer	1802 Eastern Drive Jacksonville Beach, FL 32250

ARTICLE IX - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Henry A. Ramirez	1802 Eastern Drive Jacksonville Beach, FL 32250

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of September 1998.

Henry A. Ramirez
SIGNATURE OF INCORPORATOR
Henry A. Ramirez

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

STATUTES, THE FLORIDA JEWELRY, INC. RIVER CITY JEWELRY, INC. FIRST, that desiring to qualify under the laws of the State of Florida, with its principal offices located at 1802 Eastern Drive, Jacksonville Beach, FL 32250, (mailing address - P.O. Box 50976, Jacksonville Beach, FL 32240-0976) has named Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250, as its agent to accept service of process within the State of Florida.

Dated: September 17th, 1998

RIVER CITY JEWELRY, INC., A DIVISION OF
FIRST COAST MFG.

BY: Henry A. Ramirez
HENRY A. RAMIREZ, President

A C C E P T A N C E

Having been named to accept service of process for the above named 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 performance of my duties.

Karen B. O'Neill
Karen B. O'Neill, Registered Agent
for RIVER CITY JEWELRY, INC., A DIVISION
OF FIRST COAST MFG.