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ALL OFFICES OF  
BERG & DOUGLASS  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
1872 SOUTH TAMiami TRAIL  
SUITE D  
VENICE, FLORIDA 34293

SKIP BERG, P. A.\*  
J. MICHAEL DOUGLASS, P. A.  
\*BOARD CERTIFIED REAL ESTATE

TELEPHONE  
(941) 493-0871  
FAX (941) 497-6617

November 16, 1998

EFFECTIVE DATE  
12-1-98

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

RE: KEN HEITEL ESTATE & CUSTOM JEWELERS, INC.

Gentlemen:

Enclosed please find, in duplicate, Articles of Incorporation of  
KEN HEITEL ESTATE & CUSTOM JEWELERS, INC., and a check for \$122.50.

Please forward the certified copy of the Articles of Incorporation  
back to us.

Thank you for your assistance.

Sincerely,

  
Skip Berg

SB/nn

Enclosures

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-11/18/98--01055--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 AM 8:48

B. BROCK NOV 23 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 AM 8:48

ARTICLES OF INCORPORATION  
OF  
KEN HEITEL ESTATE & CUSTOM JEWELERS, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

EFFECTIVE DATE  
12-1-98

The name of the corporation shall be KEN HEITEL ESTATE & CUSTOM JEWELERS, INC.

The principal place of business of this corporation shall be as follows:

Corporate Address: 347 West Venice Avenue  
Venice, Florida 34285

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on December 1, 1998.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

#### ARTICLE IV

##### CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 5,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from pre-emptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

#### ARTICLE V

##### REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

##### Name and street address

KENNETH L. HEITEL  
347 West Venice Avenue  
Venice, Florida 34285

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of two (2) directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

KENNETH L. HEITEL  
1318 Roberts Bay Lane  
Sarasota, Florida 34242

SUSAN J. HEITEL  
1318 Roberts Bay Lane  
Sarasota, Florida 34242

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name and street address

KENNETH L. HEITEL  
1318 Roberts Bay Lane  
Sarasota, Florida 34242

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed

these Articles of Incorporation this 10<sup>TH</sup> day of November,  
1998.


  
KENNETH L. HEITEL  
Incorporator and Registered Agent

STATE OF FLORIDA

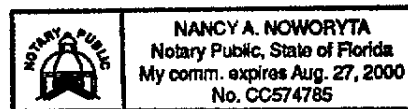
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KENNETH L. HEITEL, who is personally known to me, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

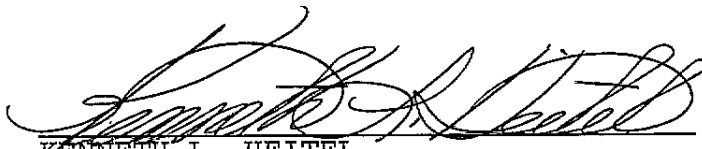
WITNESS my hand and official seal this 10 day of November, 1998.

  
Notary Public

My commission expires:



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



KENNETH L. HEITEL  
Registered Agent

DATE: November 10, 1998

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