

P99000003971

MICHAEL E. HAGEMAN

4015 NORTH CENTRAL AVENUE
TAMPA, FLORIDA 33603

January 7, 1999

EFFECTIVE DATE

1-7-99

FILED
99 JAN 11 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

re: Articles of Incorporation
Hageman Jewelry, Inc.

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

Gentlemen:

Enclosed please find the originally signed and notarized Articles of Incorporation for Hageman Jewelry, Inc., along with the \$70.00 filing fee.

Please process these Articles of Incorporation at your earliest convenience.

Very truly yours,

Michael E. Hageman

Michael E. Hageman

no copy

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1-14-99
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EFFECTIVE DATE

1-7-99

ARTICLES OF INCORPORATION
OF
HAGEMAN JEWELRY, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is HAGEMAN JEWELRY, INC.

ARTICLE II
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III
GENERAL NATURE OF THE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$1.00.

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ARTICLE V
PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of the corporation is Michael E. Hageman, and the street address of the initial principal office of the corporation shall be 4015 North Central Avenue, Tampa, Florida 33603.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation shall be: Michael E. Hageman and Karen Marie Hageman, whose address is 4015 North Central Avenue, Tampa, Florida 33603.

ARTICLE VII
INCORPORATOR

The name and address of the Corporation's incorporator is Michael E. Hageman, 4015 North Central Avenue, Tampa, Florida 33603.

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

BY-LAWS

The initial By-laws shall be adopted by the Board of Directors subject to ratification by action of the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new By-laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the By-laws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

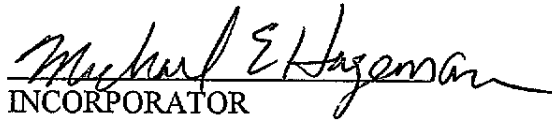
ARTICLE XII
INDEMNIFICATION

If in the judgement of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in Section 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisee or heirs, in the manner and to the extent contemplated by Section 607.0850, as then in effect, or by any successor law thereto.

ARTICLE XIII
LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of
Incorporation this 7th day of January, 1999


INCORPORATOR
Michael E. Hageman

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

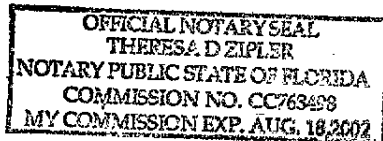
The foregoing Articles of Incorporation were acknowledged before me this 7th day of January, 1999 by Michael E. Hageman. Such person did not take an oath and produced a current Florida's driver's license number #255-545-54-24-0 as identification.

Theresa D. Zipler
Notary Public - (Signature)

SEAL

Theresa D. Zipler
Notary Public (Name typed/printed)

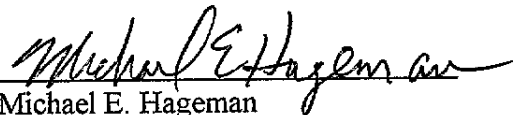
My Commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of Section 48.091 and 607.0501, Florida Statutes, Hageman Jewelry, Inc., desiring to organize under the laws of the State of Florida, hereby designates Michael E. Hageman, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 4015 North Central Avenue, Tampa, Florida 33603, the business office of its Registered Agent, as its Registered Office.

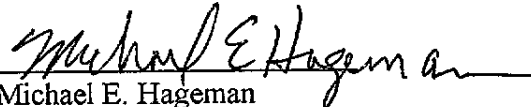
HAGEMAN JEWELRY, INC.


Michael E. Hageman
Incorporator

ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of Sections 448.091 and 607.0505, Florida Statutes.

DATED this 7th day of January, 1999.


Michael E. Hageman
Registered Agent

FILED
99 JAN 11 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA