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CRYSTAL COLLINS SPENCER
WARREN R. TODD

March 9, 1999

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: JEWELLEE CORP.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of JEWELLEE CORP.
Our firm check in the sum of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
total	\$ 78.75

If you have any questions, please give me a call.

Sincerely yours,

Gerald L. Brown

Gerald L. Brown

GLB:las
Enclosures

F. CHESSE

MAR 23 1999

FILED
99 MAR 17 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

JEWEELEE CORP.

ARTICLE ONE - NAME

The name of the corporation is **JEWEELEE CORP.**

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 13601 Perdido Key Drive, #1 PH 2D, Pensacola, Florida 32507 with a mailing address of 13601 Perdido Key Drive, #1 PH 2D, Pensacola, Florida 32507, and the name of the initial registered agent of this corporation at that address is Lee Adams.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS AND SPECIFIC POWERS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

ADDRESS

Lee Adams

13601 Perdido Key Drive
#1 PH 2D
Pensacola, Florida 32507

Julie W. Adams

13601 Perdido Key Drive
#1 PH 2D
Pensacola, Florida 32507

No sale, transfer, conveyance, lease or mortgage of any property of the Corporation shall be effective without the written consent of all directors, and all other actions of the Corporation shall require the approval of all directors.

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is Lee Adams, 13601 Perdido Key Drive, #1 PH 2D, Pensacola, Florida 32507.


ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

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

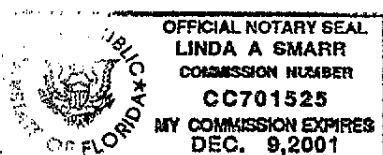
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of March, 1999.

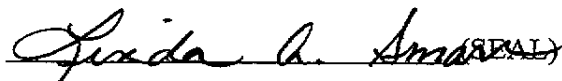


Lee Adams, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th day of March, 1999 by Lee Adams, who is personally known to me or has produced Fla. Drivers License as identification and who did not take an oath.





Linda A. Smarr

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

JEWELTEE CORP.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that JEWELTEE CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida has named Lee Adams located at 13601 Perdido Key Drive, #1 PH 2D, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Lee Adams, Registered Agent

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TALLAHASSEE, FLORIDA