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FLORIDA PROFIT CORPORATION OR P.A.

CARRI JEWELERS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 28, 1999

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SUBJECT: CARRI JEWELERS, INC.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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RTICLES OF INCORPORATION

OF

CARRI JEWELERS, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby pertify as follows:

ARTICLE ONE

The name of this corporation shall be:

CARRI JEWELERS, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is jewelry retail as well as any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

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SECRETARY OF STATE
ALLAHASSEF FLORIDA

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

George Carrington - 50 shares

Jennifer J. Trotman - 50 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$500.00.

ARTICLE SIX

The corporation shall have the following Directors:

George Carrington, 30 6 54th Avenue South, St. Petersburg, FL 33712 - Director

Jennifer J. Trotman, 3016 54th Avenue South, St. Petersburg, FL 33712 - Director

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

3016 54th Avenue South

St.Petersburg, Florida 33712

(813)866-7836

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ARTICLE EIGHT H99000012910

The officers of the corporation shall be:

PRESIDENT, TREASURER

George Carrington, 3016 54th Avenue South,

St.Petersburg, FL 33712

VICE-PRESIDENT, SECRETARY:

Jennifer J. Trotman, 3016 54th Avenue South,

St.Petersburg, FL 33712

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

George Carrington

3016 54th Avenue South

St.Petersburg, Florida 33712

ARTICLE TEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE ELEVEN

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

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Prepared by: May-Wong Chou, Esq., FB# 0008222
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ARTICLE TWELVE

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

George Carrington-3016 54th Avenue South, St.Petersburg, FL 33712

IN WITNES: WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 3 day of MAY, 1999.

George Carrington

George Carrington

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, GEORGE CARRINGTON, he eby accept designation as Registered Agent on this 3 day of

MAY_____, 1999.

George Carrington

3016 54th Avenue South

St.Petersburg, Florida 33712

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