

Date, June 3, 1999

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

P9900053131

FILED
99 JUN -9 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Kenneth Charles Jewelers, Inc.

400002899544--3
-06/09/99--01059--005
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find two originals of the Articles of Incorporation, together with a check for \$ 78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for registered Agent Designation for the above named corporation.

Sincerely,

Kenneth C. Williams

Kenneth C. Williams

PH 6/11/99 v (4)

**ARTICLES OF INCORPORATION
OF
Kenneth Charles Jewelers, Inc.**

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLES I - CORPORATE NAME

The name of the corporation:

Kenneth Charles Jewelers, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of the \$1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and the principal office and mailing address of this Corporation is:

Kenneth C. Williams
2500 Highway 44 West
Inverness, Fl. 34453-3723

Principal Office and Mailing address:

2500 Highway 44 West
Inverness, Fl. 34453-3723

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ARTICLES OF INCORPORATION
of
Kenneth Charles Jewelers, Inc.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director of the corporation is:

Kenneth C. Williams
2500 Highway 44 West
Inverness, Fl. 34453-3723

ARTICLE VII - INCORPORATORS

The names and address of the person signing these Articles of Incorporation is:

Kenneth C. Williams
2500 Highway 44 West
Inverness, Fl. 34453-3723

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of June, 19 99.

Kenneth C. Williams
Kenneth C. Williams

STATE OF FLORIDA
COUNTY OF CITRUS

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Before me, the undersigned authority, personally appeared, Kenneth C. Williams, who producing identification and being duly sworn, depose and say that they have read the fore-going instrument and that all the facts are true on this 3 day of June, 1999.

FL. DRIVERS LICENSE #

W452-503-63-146-0

EXPIRATION DATE-04-26-2002
TYPE OF ID AND NUMBER



Judy Rogers
MY COMMISSION # CC653004 EXPIRES
June 9, 2001
BONDED THRU TRU FAIR INSURANCE, INC.

Judy Rogers
NOTARY

CERTIFICATE OF REGISTERED AGENT
of
Kenneth Charles Jewelers, Inc.

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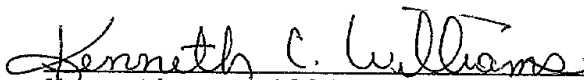
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2500 Highway 44 West
Inverness, Fl. 34453-3723

has named Kenneth C. Williams, located at the afore-said address, as Registered Agent to accept service of process within this state.

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


Kenneth C. Williams, Registered Agent