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417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Walk-In	Will Pick Up	Courier 12



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 15, 1999

CAPITAL CONNECTION, INC. 417 E. VIRGINIA ST. STE. 1 TALLAHASSEE, FL 32301

SUBJECT: JEWELRY DIRECT, INC.

Ref. Number: W99000013997

We have received your document for JEWELRY DIRECT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun Document Specialist

Letter Number: 799A00032219

FILED

1999 JUN 15 PM 2: 06

ARTICLES OF INCORPORATION

TALLAHASSEE, FLORIDA

JEWELRY DIRECT ONLINE, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

Ob-07-99

The name of this corporation is JEWELRY DIRECT ONLINE, INC.

The mailing address is 20423 State Road 7, Suite 357 Boca Raton, Florida 33498.

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III PURPOSES

The corporation may engage in all lawful business permitted under the laws of the State of Florida.

ARTICLE IV AUTHORIZED SHARES

The capital stock of this corporation shall consist of 1000 shares of Common Shares of One (\$1.00) Dollar par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders

with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

BOARD OF DIRECTORS

- 1. The By-laws may provide for the increase or decrease in the number of Directors from time to time, provided that the number of directors shall never be less than one (1).
- 2. The corporation shall initially have one (1) Director. The name and address of the initial Director is as follows:

NAME

ADDRESS

Scott B. Meinket

20423 State Road 7, Suite 357 Boca Raton, Florida 33498

ARTICLE VI INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is Scott B. Meinket - 20423 State Road 7, Suite 357, Boca Raton, Florida 33498.

ARTICLE VII ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and

at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by applicable statute or authorized by the Board of Directors or by resolution of the stockholders. The initial office of the corporation shall be located at 20423 State Road 7, Suite 357, Boca Raton, Florida 33498.

- 2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
- 3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
- 4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the fullest extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
- 5. These Articles of Incorporation may be altered or amended by resolution of the Board of Directors and presented to and approved by, or by resolution by, the holders of a majority of the outstanding Common Stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Boca Raton, Florida, Palm Beach County, Florida, for the uses and purposes aforesaid this + day of June, 1999.

Scott B. Meinket, Incorporator

STATE OF FLORIDA

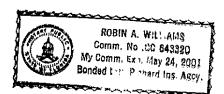
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BEFORE ME, the undersigned authority; personally appeared Scott B. Meinket, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein expressed. Further, he produced a Florida Driver License as identification and did not take an oath.

NOTARY PUBLIC

State of Florida at Large My commission expires:



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

In pursuance of Chapter 607, Florida Statute, the following is submitted in compliance with said act:

JEWELRY DIRECT ONLINE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, County of Palm Beach, State of Florida has named Maximilien Rafael Karyo, located at 370 Camino Gardens Boulevard, Fourth Floor, Boca Raton, Florida 33432 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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 I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Chapter 607 of the Florida Statutes.

MAXIMILIEN RAFAEL KARYO,

Registered Agent

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