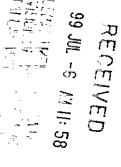
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| • | | | |
|--|---------------------------|--|--|
| FILINGS, INC. TERESA ROMAN | | | |
| (Requestor's Name) 2805 LITTLE DEAL ROAD | | | |
| (Address) | | | |
| TALLAHASSEE, FLORIDA 32308 | 385-6735 | OFFICE USE ONLY | |
| (City, State, Zip) (Phon | e #) | | |
| | | _ _ _ _ _ |)2923386——7 /06/9901069008 ***70.00 *****70.00 |
| CORPORATION NAME(S) & D | | | |
| 1. Payless Luco | . Ry 7, INC | (Document #) | |
| 2. | • | | |
| (Corporation Name) | | (Document #) | |
| 3. | | | |
| (Corporation Name) | | (Document #) | 7AE 99 |
| 4. (Corporation Name) | | (Document #) | |
| Walk in Pick up time | 2.00 | Certified Copy | TARSEE P. |
| Mail out Will wait | Photocopy | Certificate of State | PH 2: 01 SEE. FLOR |
| NEW FILINGS | AMENDMENTS | | DE - |
| | ndment | | |
| NonProfit Resig | nation of R.A., Officer/D | irector | |
| Limited Liability Change | ge of Registered Agent | | |
| Domestication Disso | lution/Withdrawal | | |

| OTHER FILINGS | | |
|---------------|------------------|--|
| | Annual Report | |
| | Fictitious Name | |
| | Name Reservation | |

| REGISTRATION/ QUALIFICATION |
|--------------------------------|
| Foreign |
| Limited Partnership |
| Reinstatement |
| Trademark |
| Other |

Merger



Examiner's Initials

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

PAYLESS JEWELRY 7, INC.

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ARTICLE I - Name

The name of this Corporation is PAYLESS JEWELRY 7, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

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

ARTICLE IV - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:

1000 36th St., West Palm Beach, Fl. and the name of the initial registered agent of this corporation is: ROBERT B. DIMATTINA, his address is 1000 36th St., West Palm Beach, Fl.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTEIN, ESQ. 2765 W. Cypress Creek Rd. Ft. Lauderdale, Fl. 33309 Fla. Bar No. 198889 954-977-7801

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the ByLaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

ROBERT B. DIMATTINA

1000 36th St. West Palm Beach, Fl.

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

ROBERT B. DIMATTINA

1000 36th St. West Palm Beach, Fl.

ARTICLE VIII - Amendments

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the $\frac{1000}{1000}$ day of June, 1999.

PORFET R DIMATTINA

STATE OF FLORIDA COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, ROBERT B. DIMATTINA, known by me to be the persons who executed the foregoing Articles of Incorporation. Further, said individuals furnished the following type of identification to the undersigned, to-wit: PERSONAL KNOWLEDGE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this _____ day of June, 1999.

OFFICIAL NOTARY SEAL
DAVID R FARBSTEIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC532545
MY COMMISSION EXP. MAR. 7,2000

NOTARY PUBLIC
My Commission Expires:

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

Chapter 48.091, Florida Statutes, the following is PURSUANT TO submitted in compliance with said Act:

JEWELRY 7, INC. is qualified to do That PAYLESS FIRST: business under the laws of the State of Florida with its principal 1000 36th St., West Palm Beach, Fl. and has appointed office at: 1000 36th St., West Palm Beach, Fl. as its ROBERT B. DIMATTINA of agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, a place designated in this certificate, I am familiar and hereby accept the duties and responsibilities as registered agent for said corporation and agree to comply with the provisions of said Act relative to keeping open said office.

DIMATTIN

Resident Agent