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July 20, 1999

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

*Also admitted in
Massachusetts

*Also admitted in
New York

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RE: S. LOME AND SONS JEWELERS, INC.


Dear Sir/Madam:

Enclosed are three (3) original copies of the Articles of Incorporation and a check for the Filing Fee, Certified Copy and Certificate of Status in the amount of \$87.50.

Please return the Certified Copy and the Certificate of Status to me at the address listed above.

Thank you for your assistance.

Very truly yours,


Amy L. Mower

ALM/smb
Enclosures
cc: Stephen S. Lome
Alfred T. Marciano, CPA

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99 JUL 22 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
S. LOME AND SONS JEWELERS, INC.**

FILED

99 JUL 22 PM 2:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is: **S. LOME AND SONS JEWELERS, INC.**

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is:

2410 West Brandon Blvd., Brandon, FL 33511

THIRD: The number of shares the corporation is authorized to issue is:

1000 no par, common stock.

FOURTH: The street address of the initial registered office of the corporation and the name of the initial registered agent is:

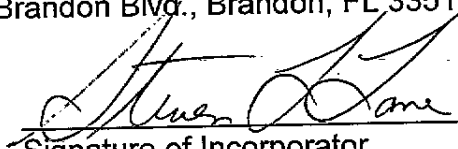
Steven S. Lome
2410 West Brandon Blvd., Brandon, FL 33511

FIFTH: The names and addresses of the persons who are to serve as initial directors are:

Steven S. Lome c/o 2410 West Brandon Blvd., Brandon, FL 33511

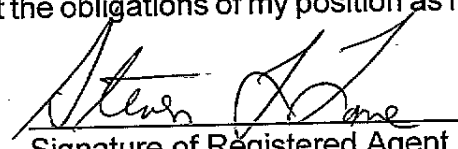
SIXTH: The name and address of each incorporator is:

Steven S. Lome c/o 2410 West Brandon Blvd., Brandon, FL 33511



Signature of Incorporator 7-20-99
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent 7-20-99
Date