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

Cert. Art of Inc. File LTD Partnership File_ Foreign Corp. File_ L.C. File_ Fictitious Name File_ Trade/Service Mark Merger File Art. of Amend. File RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name_ Corp Record Search Officer Search Fictitious Search Fictitious Owner Search Vehicle Search Driving Record_ UCC 1 or 3 File UCC 11 Search UCC 11 Retrieval Courier_

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Requested by: LM Name	<u>(2/1⊘.</u> Date	<u></u>
Walk-In	Will Pick Up	



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 10, 1999

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET, STE.1 TALLAHASSEE, FL 32302

SUBJECT: JEWELRY DEPOT, INC. Ref. Number: W99000028235

We have received your document for JEWELRY DEPOT, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6930.

Carolyn Batten Document Specialist

Letter Number: 299A00058234

ARTICLES OF INCORPORATION

OF

Jewelry Outlet, Inc.

ARTICLE I

CORPORATE NAME

The name of the corporation is Jewelry Outlet, Inc.



ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Cindy S. Jones 6182 Sandcrest Circle Orlando, Florida 32819

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time as provided by the bylaws adopted by the Directors, but shall never be less than one.

ARTICLE VII

PRINCIPAL OFFICE OF CORPORATION

The location of the principal office of the corporation shall be:

6182 Sandcrest Circle Orlando, Florida 32819

ARTICLE VIII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and her street address is:

Cindy S. Jones 6182 Sandcrest Circle Orlando, Fl 32819

The person named as the Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever first occurs.

ARTICLE IX

INCORPORATOR

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

Cindy S. Jones 6182 Sandcrest Circle Orlando, Florida 32819

ARTICLE X

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his or her pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he or she already holds, and any securities of the corporation convertible into or carrying a right to acquire shares of any such unissued or treasury shares at the price at which it is offered to others.

ARTICLE XI

AMENDMENT

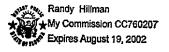
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 91 day of heads, 1999.

Cindy S. Jones Cindy S. Jones

STATE OF FLORIDA) COUNTY OF ORANGE)

The foregoing Articles of Incorporation of Jewelry Outlet, Inc. _icknowledged before me this 76 day of Newby, 1999, by Cindy S. Jones, Incorporator, who is personally known to me or who has produced as identification: DAIJOUS LICENSE and who did/did not take an oath.



NOTARY PUBLIC
My Commission Expires:

Acceptance of Service

Having been named to accept service of process for <u>Jewelry Outlet</u>, <u>Ing.</u>, at the place designated in the Articles of Incorporation, Cindy S. Jones, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Cindy S. Johns Cindy S. Johns