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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**AMERICAN GIFT CORPORATION**

The undersigned, pursuant to Sections 607.1006 and 607.1007, Florida Statutes, hereby adopt the following as the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") of American Gift Corporation, a Florida corporation (the "Corporation"), as originally filed with the Florida Secretary of State on January 4, 1957 in the name of Burger Specialty Co., Inc., and confirm that such Amended and Restated Articles were duly adopted by the unanimous written consent of the Stockholders and the Board of Directors of the Corporation dated January 10, 2006:

ARTICLE I. NAME

The name of the Corporation is American Gift Corporation.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are 6600 NW 74<sup>th</sup> Avenue, Miami, Florida 33166.

ARTICLE III. NATURE OF BUSINESS

The nature of the business of the Corporation and the objects or the purposes to be transacted, promoted or carried on by the Corporation are to engage in any lawful activity which corporations may engage in under the laws of the State of Florida. Specifically, but not in limitation of the foregoing, the Corporation shall be authorized to:

A. carry on business as wholesale and retail dealers in and manufacturers, producers and preparers of jewelry of every type and description, including costume jewelry, as well as jewelry comprised of precious and semi-precious stones, curiosities, articles of vertue, gold and silver plated articles, other plated articles, watches, clocks and instruments and appliances of every description, for the purpose of buying, acquiring, selling, storing, transporting, manufacturing and distributing of same, as well as leather items of every type and description, and any and all commodities or things which result from or are by-products of the manufacture, production or preparation of leather goods of every type and description;

B. carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Corporation's property or rights;

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C. enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, county, state or government and without limit as to amount;

D. draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida;

E. manufacture, purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, bargain, sell, transfer or assign, or in any manner dispose of, or to deal and trade goods, wares, merchandise and property of any class or description in any part of the world, including real and personal property;

F. apply for, hold, purchase, acquire or otherwise deal in letters patent or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same, or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them;

G. purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of the State of Florida or any other State, Country, Nation or Government, and while owner of said stock to exercise all the rights, privileges or ownership, including the right to vote thereon as natural persons might or could do;

H. purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property both real and personal, both in the State of Florida and in all other states, territories and dependencies of the United States;

I. purchase the business good-will and all other property of any individual firm or corporations as a going concern;

J. construct, equip and maintain buildings, works and plants;

K. install and operate all kinds of machinery and appliances; and

L. do each and all things above set forth to the same extent as fully as natural persons might or could do, in the State of Florida, or in any other State, Country or place.

#### ARTICLE IV. AUTHORIZED SHARES

The number of shares the Corporation is authorized to issue is twelve thousand (12,000), all of which have no par value. One hundred fifty (150) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and eleven thousand eight hundred fifty (11,850) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock". The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except

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that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Stockholders of the Corporation, except when otherwise required by law.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the registered agent of the Corporation at that office is Intrastate Registered Agent Corporation.

ARTICLE VI. CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII. DIRECTORS

The governing board of the Corporation shall be styled as a "Board of Directors" and each member of the Board of Directors shall be a "Director". The Corporation shall have five (5) Directors. The names and addresses of the Directors of the Corporation are:

- Harold Kluger 6600 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166
- Eleanor Kluger 6600 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166
- Jennifer M. Kluger 6600 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166
- Gary A. Kluger 6600 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166
- Jeffrey L. Kluger 6600 NW 74<sup>th</sup> Avenue  
Miami, Florida 33166

The number of Directors of the Corporation may be increased or decreased in the manner provided in the Bylaws of the Corporation; provided, that the number of Directors of the Corporation shall not be less than three (3) and not more than seven (7).

ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision of these Amended and Restated Articles in the manner prescribed by law, and all rights conferred on Stockholders are subject to this reservation.

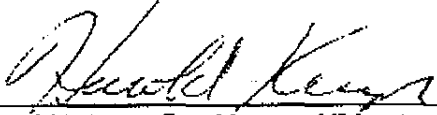
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These Amended and Restated Articles of Incorporation are executed this 10<sup>th</sup> day of January, 2006.

  
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Harold Kluger, President and Director

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