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FLORIDA DIVISION OF CORPORATIONS
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FROM: AKERMAN, SENTERFITT & EIDSON, P.A. ACCT#: 075471001363
CONTACT: ANGELICA MARIA CALABRESE
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NAME: MAYOR'S JEWELERS, INC.
AUDIT NUMBER.....H98000014732
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August 7, 1998

ATTENTION: KAREN GIBSON

Re our conversation of today's date, attached is the amendment to the Articles of
Merger of MAYOR'S JEWELERS, INC. Please have this document filed today's date,
August 7, 1998.

Thanks very much for your assistance.

RECEIVED
98 AUG 10 AM 7:32
DIVISION OF CORPORATIONS

FILED
98 AUG - 7 PM 4:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Art. of Incorporation
KRB 8-10

**ARTICLES OF CORRECTION
TO
ARTICLES OF MERGER
OF
MAYOR'S JEWELERS ACQUISITION CORP.
INTO
MAYOR'S JEWELERS, INC.**

FILED
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124 of the Florida Business Corporation Act (the "Act"), the undersigned corporation does hereby make and certify these Articles of Correction to the Articles of Merger (the "Articles of Merger") pursuant to which MAYOR'S JEWELERS ACQUISITION CORP. ("MJAC"), a Florida corporation, merged with and into MAYOR'S JEWELERS, INC. ("Mayor's"), the surviving Florida corporation:

1. The Articles of Merger were filed with the Secretary of State on July 28, 1998.
2. The Articles of Merger did not state that the Plan of Merger was adopted by the respective shareholders of MJAC and Mayor's by written consent in accordance with Section 607.0704 of the Act, as required by Section 607.0704(5) of the Act, and contained typographical errors relating to the adoption of the Plan of Merger by the shareholder of MJAC.
3. Section C of the Articles of Merger read:

"The Plan of Merger was duly adopted by the shareholders of Mayor's on July 28, 1998. The Plan of Merger was duly adopted by the shareholders of MJAC on July 28, 1998."
4. Section C of the Articles of Merger is hereby corrected to read:

"The Plan of Merger was duly adopted by the shareholders of Mayor's by written consent in accordance with Section 607.0704 of the Act on July 28, 1998. The Plan of Merger was duly adopted by the shareholder of MJAC by written consent in accordance with Section 607.0704 of the Act on July 27, 1998."
5. Terms used herein that are not defined herein shall have the meanings ascribed thereto in the Articles of Merger.

[Execution Page Following]

Prepared by:
Marshall R. Burack, Esq.
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AUG-10-88 09:25AM FROM-AKERMAN SENTERFITT & EIDSON
H98000014732

+407-8436610

T-344 P.02/02 F-176

Dated: August 7, 1998

MAYOR'S JEWELERS, INC.

By: 
Name: Samuel A. Getz
Title: President and CEO

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