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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
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FLORIDA PROFIT CORPORATION OR P.A.

Fascinetto Jewelers Inc.

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ARTICLES OF INCORPORATION
OF

Fascinetto Jewelers Inc.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is:
Fascinetto Jewelers Inc.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares with no par value
5. The principal physical and mailing address of the corporation will be:
8221 Glades Road, Boca Raton, FL 33434
6. The name and address of the initial registered agent is 8221 Glades Road, Boca Raton, FL 33434, and the name of the initial registered agent as such address is:
Manuel Fascinetto
7. The name and address of the sole incorporator is:
Lizbeth Rivera, c/o **Blumberg** *Excelsior* Corporate Services, Inc.,
62 White Street, 2nd Floor, New York, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: February 12, 2003


Lizbeth Rivera
Sole Incorporator

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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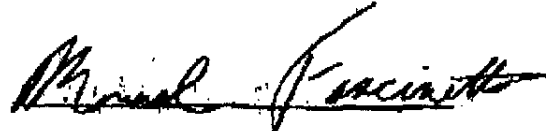
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of Fascinetto Jewelers Inc., the within named corporation in the state of Florida.

Dated: February 12, 2003



Manuel Fascinetto
Registered Agent

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