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January 4, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida

RE: GERBER JEWELERS, INC.

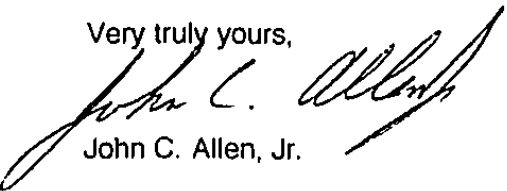
To Who it May Concern:

Enclosed please find our office account check in the sum of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) along with an original and one (1) copy of the proposed Articles of Incorporation regarding the above referenced corporation.


Kindly see that these Articles are properly filed and please return certified copies of each to our office.

Thank you for your assistance.

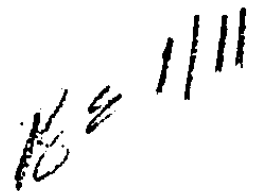
Very truly yours,


John C. Allen, Jr.

JCA,JR.:da


GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art 5
DATE 1-11-95
DOC. EXAM Bog

FILED
55 JAN -9 PM 1:45
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
GERBER JEWELERS, INC.

FILED
25 JUN-9 PM 1:15
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned, acting as Incorporator of a corporation under Florida General Corporation Act, adopt the following Article of Incorporation for such corporation.

FIRST

The name of the corporation shall be **Gerber Jewelers, Inc.**

SECOND

The period of duration of the corporation is perpetual.

THIRD

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States of America, and the State of Florida, including, but not limited to the sale of jewelry.

FOURTH

AUTHORIZED SHARES:

Number. The aggregate number of shares that the corporation shall have the authority to issue is fifty (50) shares of capital stock with no par value.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable in cash or in property, or in shares of the capital stock of the corporation.

No Classes in Stock. The shares of stock of the corporation are not to be divided into classes.

No Shares in Series. The Corporation is not authorized to issue shares in series.

FIFTH

The initial street address in Florida of the initial Registered Officer of the Corporation is 1678 Ridgewood Avenue, Holly Hill, Florida 32117, and the name of the initial Registered Agent at such address is Frederick M. Gerberman. The principal office is at the same address as the Registered Agent.

SIXTH

The initial Board of Directors shall consist of one (1) member, and may be increased from time to time by the Bylaws.

SEVENTH

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

FREDERICK M. GERBERMAN 1678 Ridgewood Avenue
Holly Hill, Florida 32117

EIGHTH

The name and address of the initial Incorporator is as follows:

FREDERICK M. GERBERMAN 1678 Ridgewood Avenue
Holly Hill, Florida 32117

NINTH

A majority vote of the shareholders of the corporation shall be required for any shareholder action.


TENTH

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at this election.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Holly Hill, Florida, on this 20 day of December, 1994.


FREDERICK M. GERBERMAN

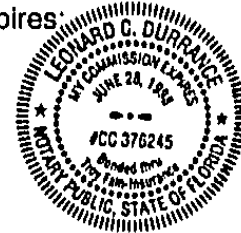
STATE OF FLORIDA
COUNT OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared
FREDERICK M. GERBERMAN, who is personally known to me as the person
described in and who subscribed to the above Articles of Incorporation, and he
did freely and voluntarily acknowledge before me according to law that he
made and subscribed to the same for the uses and purposes therein mentioned
and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Holly
Hill, Florida, this 20th day of December, 1994.

Leonard C. Durrance
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--that **Gerber Jewelers, Inc.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Holly Hill, County of Volusia, State of Florida, has named **Frederick M. Gerberman** located at 1678 Ridgewood Avenue, Holly Hill, Florida, 32117, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


FREDERICK M. GERBERMAN
(Registered Agent)

FILED
95 JAN -9 PM 1:45
TALLAHASSEE, FLORIDA