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101 HAY STREET
TALLAHASSEE FL 301
4-2-91
904-222-0393 FAX

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ACCOUNT NO. : 072100000032

REFERENCE : 673118 -3995D

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : * 122.50

ORDER DATE : August 31, 1995

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ORDER TIME : 9:17 AM

ORDER NO. : 673118

CUSTOMER NO: 3995D

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN

2400 Miami Center
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: BUCHWALD JEWELERS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SAB
9/5/95

ARTICLES OF INCORPORATION
OF
BUCHWALD JEWELERS, INC.

FILED
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I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

BUCHWALD JEWELERS, INC.
36 N.E. 1st Street, Suite 123
Miami, Florida 33132

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

36 N.E. 1st Street, Suite 123
Miami, Florida 33132

The name of the initial registered agent of this Corporation at that address shall be:

Robert Buchwald

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Robert Buchwald	36 N.E. 1st Street, Suite 123 Miami, Florida 33132
Jeffrey Buchwald	36 N.E. 1st Street, Suite 123 Miami, Florida 33132
Marc Buchwald	36 N.E. 1st Street, Suite 123 Miami, Florida 33132

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Toni Clark	c/o Kelley Drye & Warren 201 South Biscayne Blvd., Suite 2400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 31st day of August, 1995.

Toni Clark
Toni Clark, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, BUCHWALD JEWELERS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 36 N.E. 1st Street, Suite 123, Miami, Florida 33132, has named Robert Buchwald, located thereat as its registered agent to accept service of process within this state.

By: Toni Clark
Toni Clark, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY: Robert Buchwald
Robert Buchwald
Registered Agent

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