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LOCAL REPRESENTATIVE TALLAHASSEE

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19500/00264

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LUANY JEWELERS II, INC.

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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99 NOV 16 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000003045620-6  
-11/16/99-01059-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 NOV 16 AM 11:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

LUANY JEWELERS II, INC.  
300 SW 107TH AVENUE  
SWEETWATER, FL 33174-3601

November 15, 1999

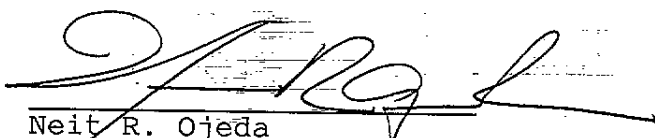
Florida Department of State  
Division of Corporations  
Tallahassee, FL

Dear Sir/Madam:

This letter is a consent of Luany Jewelers II, Inc.  
to open a new corporation named "Luany Jewelers III  
Inc."

I appreciate your cooperation in this matter.

Sincerely yours,

  
Neit R. Ojeda  
President

ARTICLES OF INCORPORATION  
OF  
LUANY JEWELERS III, INC.

99 NOV 16 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I  
NAME

The name of this corporation is:

Luany Jewelers III, Inc.

ARTICLE II

DURATION

This Corporation is to exist perpetually. It shall commence its existence upon the filling of these Articles of Incorporation.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

This Corporation is authorized to issued one hundred (100) shares at five hundred (500.00 ) dollar par value.

Shares may be issue for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and is hereby delegated, unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration or issuance of non-issue or sale of Treasury shares. This action by the stockholders will not affect the prior action by the Board.

The consideration for the issuance of shares or for disposal of Treasury shares may be paid, in whole or part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issue until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

#### ARTICLE VI

##### INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is:

15740 SW 72nd Street  
Miami, FL 33193

and the name of the initial Registered Agent of this Corporation is:

Neit R. Ojeda

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director(s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Neit R. Ojeda	---President/ Secretary	7900 SW 26th Street Miami, FL 33155

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any person who serves at the request of this Corporation, as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter a being Director or Officer to the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or to reimburse for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the forgoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

Contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the Corporation who is also a Director or Officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with the like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

## ARTICLE X

### REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI

INCORPORATORS

The name and street address of each subscriber of this Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Neit R. Ojeda	7900 SW 26TH Street Miami, Fl 33155

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by shareholders, and the shareholders may prescribe in any By-laws made by them that such By-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII

POWERS

This Corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV

AMENDMENT

This Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders at a stockholder meeting by a majority of the stocks entitled to vote thereon.

THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED  
THIS ARTICLES OF INCORPORATION THIS 15TH DAY OF  
NOVEMBER, 1999.

  
\_\_\_\_\_  
Neit R. Ojeda

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



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

In pursuant of Chapter 48.901, Florida Statutes, the following  
is submitted in compliance with said Act.

FIRST: That: "Luany Jewelers III, Inc.  
desiring to organize under the Laws of the State of Florida,  
with its principal office, as indicated in the Articles of  
Incorporation, at the city of Miami, County of Miami-Dade,  
State of Florida, has named Neit R. Ojeda, located at  
7900 SW 26th St., City of Miami, County of Miami-Dade,  
State of Florida, as its Agent, to accept service  
of process withing this State.

ACKNOWLEDGEMENT: Having been named to accept services of pro-  
cess for the above stated Corporation, at place designat in  
this Certificate, I hereby accept to act in this capacity  
and agree to comply with this provision of said ACT, rel  
of keeping open said office.

  
Neit R. Ojeda  
RESIDENT AGENT

99 NOV 16 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED