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Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.  
POINCIANA JEWELRY & GIFTS, INC.

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ARTICLES OF INCORPORATION  
OF  
POINCIANA JEWELRY & GIFTS, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of the corporation shall be:

POINCIANA JEWELRY & GIFTS, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE: The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

PURPOSE: The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of the common stock with a par value of \$.01 per share, which shall be the only class of sharers.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale of cash of any new stock of this corporation of the same kind or class of service as that which he already holds, shall have the right to purchase his pro

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rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The initial registered agent and street address of the initial registered office of the corporation shall be:

Harold Lazow  
253B Royal Poinciana Way  
Palm Beach, Florida 33480

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS: This corporation shall have one (1) directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Harold Lazow, President  
253B Royal Poinciana Way  
Palm Beach, Florida 33480

Joseph Lazow, Vice President/Secretary  
253B Royal Poinciana Way  
Palm Beach, Florida 33480

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is:

Harold Lazow  
253B Royal Poinciana Way  
Palm Beach, Florida 33480

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ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

MAILING ADDRESS: The mailing address of the corporation shall be:

253B Royal Poinciana Way  
Palm Beach, Florida 33480

Executed at Palm Beach, Florida this 29 day of November, 1999.

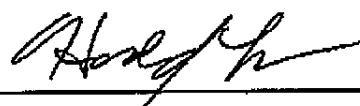


Harold Lazow

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of POINCIANA JEWELRY & GIFTS, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 29 day of November, 1999.



Harold Lazow

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