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EMPIRE KIT COMPANY

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AG JEWELERS SUPPLY CO., INC.

AUDIT NUMBER.....H96000017470

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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EMPIRE CORPORATE KIT

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**ARTICLES OF INCORPORATION
OF
AG JEWELERS SUPPLY CO., INC.**

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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

The name of the corporation shall be:
AG JEWELERS SUPPLY CO., INC.

ARTICLE II

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

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

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1,000 shares of Class A Common Stock;
- B. 9,000 shares of Class B Common Stock.

Prepared by:
Charles E. Muller II, Florida Bar No. 239356
9100 S. Dadeland Blvd., #1707
Miami, FL 33156-7819
305-670-0444

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All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II
9100 S. Dadeland Blvd., #1707
Miami, Florida 33156-7819

ARTICLE VI

This corporation shall have two 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 is:

Arnold Goradesky
1145 Sawgrass Corporate Parkway
Sawgrass Corporate Center
Sunrise, Florida 33323

Phyllis Goradesky
1145 Sawgrass Corporate Parkway
Sawgrass Corporate Center
Sunrise, Florida 33323

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 VII

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

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Charles E. Muller II
9100 S. Dadeland Blvd., #1707
Miami, Florida 33156-7819

ARTICLE VIII

The mailing address of the corporation is:

1145 Sawgrass Corporate Parkway
Sawgrass Corporate Center
Sunrise, Florida 33323

Executed at Miami, Florida, this 12 day of December, 1996.

Charles E. Muller II
Charles E. Muller II, Incorporator

STATE of FLORIDA

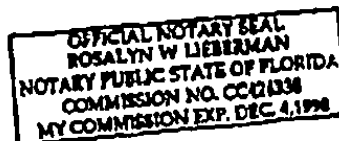
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COUNTY of DADE

The foregoing instrument was acknowledged before me this 12 day of December, 1996, by Charles E. Muller II. He is personally known to me and did not take an oath.

Rosalyn W. Lieberman
Name: _____
Serial No.: _____
Notary Public
State of Florida at Large

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of AG JEWELERS SUPPLY CO., INC.,
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 12 day of December, 1996.


Charles E. Muller II,
Registered Agent

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