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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Bigham Jewelers Waterside, LLC

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ARTICLES OF ORGANIZATION
OF
BIGHAM JEWELERS WATERSIDE, LLC

Article 1. Name

The name of the Limited Liability Company is:

Bigham Jewelers Waterside, LLC

Article 2. Initial Mailing Address and Principal Office

The initial mailing address of the Limited Liability Company is 2425 Tamiami Trail North, Suite 101, Naples, Florida 34103. The street address of the initial principal office of the Limited Liability Company is 2425 Tamiami Trail North, Suite 101, Naples, Florida 34103.

Article 3. Initial Registered Agent and Office

The name of the initial registered agent of the Limited Liability Company is Kathy L. Bigham. The street address of the initial registered agent of the Limited Liability Company is 2425 Tamiami Trail North, Suite 101, Naples, Florida 34103.

Article 4. Statement of Management

The Limited Liability Company shall be managed by a Manager or Managers in accordance with the Operating Agreement. Therefore, the Limited Liability Company is to be a manager-managed company.

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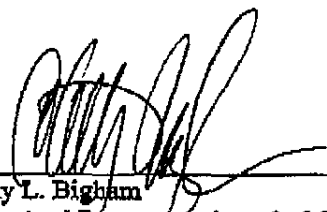
Article 5. Commencement of Existence

The Limited Liability Company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State.

Article 6. Amendment

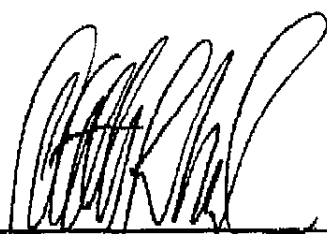
The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them in accordance with the Operating Agreement of the Limited Liability Company, and any right conferred upon the Member or Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on this 22nd day of November, 2004.


Kathy L. Bigham
Authorized Representative of a MemberACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Bigham Jewelers Waterside, LLC which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position as provided for under Chapter 608, Florida Statutes.

Dated this 22nd day of November, 2004.


Kathy L. Bigham
Registered AgentRECEIVED
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