

SENT BY: AKERMAN SENTERFITT ; 7-28-98 ; 2:40PM ; MIAMI FAX#2 Department of State:# 1/ 6

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7/28/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000013937 1))

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NAME: MAYOR'S JEWELERS, INC.

AUDIT NUMBER.....H98000013937

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MAYOR'S JEWELERS ACQUISITION CORP., a Florida corporation, document
number P98000064562

INTO

MAYOR'S JEWELERS, INC., a Florida corporation, 250867

File date: July 28, 1998

Corporate Specialist: Karen Gibson

H98000013937

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**ARTICLES OF MERGER
OF
MAYOR'S JEWELERS ACQUISITION CORP.
INTO
MAYOR'S JEWELERS, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations do hereby make and execute these Articles of Merger (the "Articles") for the purpose of merging MAYOR'S JEWELERS ACQUISITION CORP. with and into MAYOR'S JEWELERS, INC. (the "Merger"):

A. The Plan of Merger is as follows:

1. **Merger.** The name of each corporation to be merged is Mayor's Jewelers, Inc., a Florida corporation ("Mayor's"), and Mayor's Jewelers Acquisition Corp., a Florida corporation ("MJAC"). The name of the surviving corporation is "Mayor's Jewelers, Inc."

2. **Conversion and Cancellation.**

(a) **Cancellation of Certain Shares of Mayor's.** At the time the Merger is effective (the "Effective Time"), each share of the common stock of Mayor's, par value \$.01 per share ("Mayor's Common Stock"), that is owned by Mayor's or any subsidiary as treasury stock and each share that is owned, directly or indirectly, by Jan Bell Marketing, Inc. ("Jan Bell") shall be canceled and extinguished, and no consideration shall be delivered or deliverable with respect thereto.

(b) **Conversion of Mayor's Common Stock.** At the Effective Time, each share of Mayor's Common Stock (other than those shares canceled and extinguished pursuant to Section 2(a) hereof) shall be canceled and extinguished and converted, without any action on the part of each holder thereof, into the right to receive an amount equal to \$8 (the "Merger Consideration"), payable without interest, provided, however, that prior to the receipt of the Merger Consideration, the holder of such share of Mayor's Common Stock must execute the documents required by Section 1.10 of that certain Agreement and Plan of Merger, dated as of July 27, 1998, by and among Mayor's, MJAC, and Jan Bell ("the Merger Agreement").

(c) **Conversion of MJAC Stock.** At the Effective Time, each issued and outstanding share of common stock of MJAC, par value \$.01 per share, shall be converted into one share of common stock of Mayor's.

Prepared by:
Marshall R. Burack
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
Tel. (305) 374-5600
Florida Bar No. 234621

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3. No Further Ownership Rights. The Merger Consideration issued and distributed upon the surrender of certificates representing shares of Mayor's Common Stock in accordance with the terms of these Articles and the Merger Agreement shall be deemed to have been paid in full satisfaction of all rights pertaining to such shares of Mayor's Common Stock, and following the Effective Time, the shareholders of Mayor's entitled to receive Merger Consideration shall have no further rights to, or ownership in, shares of Mayor's Common Stock.

4. Articles of Incorporation and Bylaws. At the Effective Time, the Articles of Incorporation of Mayor's shall be amended and restated in their entirety to be as set forth on Exhibit I hereto. The Bylaws of Mayor's from and after the Effective Time shall be the Bylaws of MJAC as in effect immediately prior to the Effective Time.

5. Definition of Terms. Terms used herein that are not defined herein shall have the meanings ascribed thereto in the Merger Agreement.

B. The Effective Time of the Merger shall be the date on which these Articles of Merger are filed with the Department of State of the State of Florida.

C. The Plan of Merger was duly adopted by the shareholders of Mayor's on July 28, 1998. The Plan of Merger was duly adopted by the shareholders of MJAC on July 28, 1998.

[Execution Page Following]

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SENT BY: AKERMAN SENTERFITT ; 7-28-98 ; 2:41PM ;

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Dated: July 28, 1998

MAYOR'S JEWELERS, INC.

By: 

Name: Samuel A. Getz

Title: President and CEO

MAYOR'S JEWELERS ACQUISITION
CORP.

By: 

Name: David Eoudreau

Title: Secretary & Treasurer

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EXHIBIT I

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAYOR'S JEWELERS, INC.**

ARTICLE I

Name

The name of the corporation is:

Mayor's Jewelers, Inc.

ARTICLE II

Principal Office

The street address of the principal office of the corporation shall be:

14051 Northwest 14th Street
Sunrise, Florida 33323

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The total number of shares which the corporation is authorized to issue is 1,000 shares of Common Stock, \$.01 par value.

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ARTICLE IV

Registered Office and Agent

The registered office of the Corporation shall be at 283 Catalonia Avenue, Coral Gables, Florida 33134, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The registered agent at that address shall be Samuel A. Getz.

ARTICLE V

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VI

Indemnification

The corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

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