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BASIC AMENDMENT

MAYOR'S JEWELERS, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAYOR'S JEWELERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Mayor's Jewelers, Inc., a Florida corporation (hereinafter, the "Corporation")

DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is Mayor's Jewelers, Inc.

SECOND: That Article I of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

"Name

The name of the corporation is:

Mayor's Jewelers of Florida, Inc."

THIRD: That the foregoing amendment to the Articles of Incorporation of the Corporation was duly adopted (i) by Unanimous Written Consent of the Board of Directors of the Corporation on the 2nd day of August, 2003; (ii) by Unanimous Written Consent of the Shareholders of the Corporation on the 2nd day of August, 2003; and (iii) in accordance with the applicable provisions of Section 607.1003 of the Florida Business Corporation Act.

FOURTH: Except as hereby amended, the existing Articles of Incorporation of the Corporation shall remain in full force and effect.

Dated on the 2nd day of August, 2003.

By: Thomas A. Andruskevich
Thomas A. Andruskevich,
President and Chief Executive Officer

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