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April 30 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to
Articles of Incorporation

600002861446--3
-05/04/99-01023-018
*****35.00 *****35.00

Dear Sirs:

Enclosed are original and one copy of Articles of Amendment to Articles of Incorporation of Wesche Jewelers, Inc. Please file the original and return a stamped copy to me. Our check for \$35.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

Kathy Cold

KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

549726
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Amended
54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 MAY -4 PM 2:01
FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WESCHE JEWELERS, INC.

Pursuant to Section 607.1006, Florida Statutes, WESCHE JEWELERS, INC., a Florida corporation, hereinafter called the "Corporation" hereby amends its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article III in its entirety and inserting the following Article III therefor:

"ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. Common shares shall be issued pursuant to the direction of the Board of Directors, who shall designate said shares as 'voting' (in which case, such shares shall have the full range of voting rights under applicable law), or as 'non-voting' (in which case, such shares shall have no voting rights for any purpose) at the time of issuance. 'Voting' and 'non-voting' common shares shall be identical in all respects except that the voting shares shall have a par value of \$100.00 per share, the non-voting shares shall have no par value, and the foregoing difference in voting rights. Of the authorized shares, 100 shares shall be authorized to be issued as 'voting' shares and 900 shares shall be authorized to be issued as 'non-voting' shares. The legend 'voting' or 'non-voting' as applicable, shall be prominently affixed to the face of all stock certificates issued to holders of common shares. All common shares issued prior to April 1, 1999 shall be, and hereby are, deemed to be 'voting' shares."

2. The Shareholders and Directors of the Corporation, acting pursuant to Sections 607.0704, 607.0821 and 607.1003, Florida Statutes, have executed a written consent adopting the foregoing amendment.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 MAY -4 PM 12:11

FILED

3. The voting group entitled to vote on the foregoing amendment is the holder of common shares of the corporation. The number of votes cast in favor of the amendment were 100 of the 100 common shares eligible to vote. The number of votes cast for such amendment by such voting group was unanimous, and thus sufficient for approval by such voting group.

4. The foregoing amendment shall become effective upon the filing of these Articles of Amendment with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 26 day of April, 1999.

James A. Wesche, Sr. Pres.
JAMES A. WESCHE, SR., President
June W. Wesche
JUNE W. WESCHE, Secretary

FILED
9 MAY 4 PM 12:01
CLERK OF STATE
TALLAHASSEE, FLORIDA