

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Odimo Acquisition Corp.

02 DEC -5 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Certificate of Status	1
Certified Copy	1
Page Count	01
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12-05-02

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FAX AUDIT NUMBER: H02000232713 6**APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

In compliance with Section 607.1503, Florida Statutes, the following is submitted to register a foreign corporation to transact business in the State of Florida:

1. The name of the corporation is: **ODIMO ACQUISITION CORP.**
2. The corporation was incorporated under the laws of the State of Delaware on 2nd day of December, 2002.
3. The date the corporation first transacted business in Florida was on December 4, 2002.
4. The duration of the corporation is perpetual.
5. The mailing address of the corporation is:

14001 N.W. 4th Street
Sunrise, Florida 33325

6. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the State of Delaware and as permitted in the State of Florida.
7. The name and address of the registered agent and registered office of the corporation in the State of Florida is:

Registered Agents of Florida, LLC
29th Floor, Bank of America Tower
100 Southeast Second Street
Miami, Florida 33131-2130

8. Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENTS OF FLORIDA, P.A.

By: Charles J. Renner
Charles J. Renner, Vice President

9. Attached is a certificate of good standing duly authenticated not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State of Delaware.

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10. Names and Addresses of officers and directors of the corporation:

A. Director

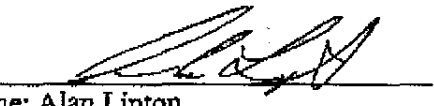
<u>Name</u>	<u>Address</u>
Alan Lipton	14001 N.W. 4 th Street Sunrise, Florida 33325

B. Officer

<u>Name</u>	<u>Address</u>
Alan Lipton	14001 N.W. 4 th Street Sunrise, Florida 33325

IN WITNESS WHEREOF, the undersigned has duly executed this Application this 4th day of December 2002.

ODIMO ACQUISITION CORP.

By: 
Name: Alan Lipton
Title: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

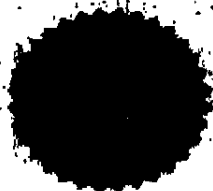
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ODIMO ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ODIMO ACQUISITION CORP." WAS INCORPORATED ON THE SECOND DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3596750 8300

AUTHENTICATION: 2123530

020743118

DATE: 12-04-02