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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

^{Inc.}
Carlyle & Co. Jewelers d/b/a Carlyle & Co. Jewelers, Inc.

Certificate of Status	1
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MRD 1130



January 29, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: CARLYLE & CO. JEWELERS
REF: W07000004769

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

PLEASE NOTE: You have included an alternate name in your document that is not allowed under corporate law. If you want to do business in Florida under a different name other than the one you incorporated under, you will need to file a fictitious name application. You can find this form on our website at www.sunbiz.org.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

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Thank You!*

P.O BOX 6327 - Tallahassee, Florida 32314

**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. Carlyle & Co. Jewelers, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 56-0728940
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 19, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 31, 2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4615 Dundas Drive, Greensboro, NC 27407
(Principal office address)
Finlay Fine Jewelers Corporation c/o John Orr, 529 Fifth Avenue, New York, NY 10017
(Current mailing address)

8. Fine jewelry retailer.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
By: *Carina Bray* **CRINA BRAY**
(Registered agent's signature) **SPECIAL ASSISTANT SECRETARY**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached Exhibit 1.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached Exhibit 1.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Bonnie G. Davis, Vice President & Secretary

(Typed or printed name and capacity of person signing application)

Exhibit 1

Response to 12(a):

1. Director: Russell L. Cohen
Address: 4615 Dundas Drive, Greensboro, NC 27407
2. Director: John K. Cohen
Address: 4615 Dundas Drive, Greensboro, NC 27407
3. Director: Joseph M. Melvin
Address: 529 Fifth Avenue, 5th Floor, New York, NY 10017
4. Director: Arthur E. Reiner
Address: 529 Fifth Avenue, 5th Floor, New York, NY 10017
5. Director: Bruce E. Zurlnick
Address: 529 Fifth Avenue, 5th Floor, New York, NY 10017

Response to 12(b):

1. Chairman and Co-Chief Executive Officer: Russell L. Cohen
Address: 4615 Dundas Drive, Greensboro, NC 27407
2. President and Co-Chief Executive Officer: John K. Cohen
Address: 4615 Dundas Drive, Greensboro, NC 27407
3. Senior Vice President, Treasurer and Chief Financial Officer: Bruce E. Zurlnick
Address: 529 Fifth Avenue, 5th Floor, New York, NY 10017
4. Vice President, Secretary and General Counsel: Bonni G. Davis
Address: 529 Fifth Avenue, 5th Floor, New York, NY 10017
5. Vice President - Human Resources: Ronnie S. Grabon
Address: 529 Fifth Avenue, 5th Floor, New York, NY 10017
6. Vice President - Merchandising and Marketing: Sue C. Haire
Address: 529 Fifth Avenue, 5th Floor, New York, NY 10017
7. Vice President and Director of Stores: Michael L. Hudson
Address: 4615 Dundas Drive, Greensboro, NC 27407
8. Vice President and Controller: S. Paul Sutton
Address: 4615 Dundas Drive, Greensboro, NC 27407
9. Vice President Information Technology: Ronald E. Swanson
Address: 4615 Dundas Drive, Greensboro, NC 27407

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PAGE 177 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARLYLE & CO. JEWELERS" 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5381355

DATE: 01-24-07