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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 12/20/10

**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. Kaplan 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. New York 3. 13-1947795
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 15 June 1961 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 1196 Avenue of the Americas
(Principal office address)
New York, NY 10036
(Current mailing address)

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

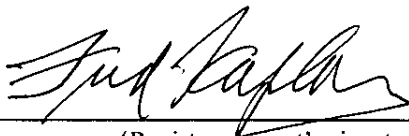
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Mr Fred Kaplan

Office Address: 225 Coral Cay Terrace
Palm Beach Gardens, Florida 33418
(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.



(Registered agent's signature)

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.

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TALLAHASSEE, FLORIDA

A. Edward Major
Counsellors-at-Law
135 East 38th Street
New York, N.Y. 10016
(212) 683-3154
Fax (212) 370-0387

TO:

15 December 2000
Dept of State

FOR PROFESSIONAL SERVICES RENDERED:

Kindly forward indication
of filing by sending a stamped
copy to this office together
with a receipt for payment.

ARM

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

A. DIRECTORS

Chairman:

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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WASHINGTON, D.C.

B. OFFICERS

President:

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 of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14.

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

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of KAPLAN JEWELERS, INC. was filed on 06/15/1961, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



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SECRETARY OF STATE
TELEPHONE ROOM

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 08th day of December two
thousand and ten.*

First Deputy Secretary of State