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TALLAHASSEE, FL 32301  
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800-342-8086



96 FEB 15 PM 12:08  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 046746 4302400

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : February 14, 1996

ORDER TIME : 11:03 AM

400001716084

ORDER NO. : 046746

CUSTOMER NO: 4302400

CUSTOMER: Marilyn Beatty, Legal Asst  
Marks & Murase  
399 Park Avenue

New York, NY 10022-4689

FOREIGN FILINGS

NAME: BIJOUX INTERNATIONAL  
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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2/15

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:**

**1. Bijoux International Corporation**

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

**2. Delaware**

(State or country under the law of which it is incorporated)

**3. 65-0635669**

(FEI number, if applicable)

**4. January 3, 1996**

(Date of incorporation)

**5. perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6. Upon qualification**

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

**7. 505-A N.E. 3rd Street**

Delray Beach, Florida 33483

(Current mailing address)

**8. Import, export and distribution of jewelry.**

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

**9. Name and street address of Florida registered agent:**

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee

, Florida, 32301

(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.*

The Prentice-Hall Corporation System, Inc.

By: Vicki Schreiber, Asst. V.P.

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

A. DIRECTORS

Chief Exec. Off. Chairman:

Junko Hyuga

Address:

6-30, Wakamatsu-cho

Kofu, Yamanashi, Japan

Vice Chairman:

Irving Ornstein

Address:

154 Harbor Lake Circle

West Palm Beach, FL 33413

Director:

Naoki Hyuga

Address:

6-30, Wakamatsu-cho

Kofu, Yamanashi, Japan

Director:

Tetsuya Hyuga

Address:

1600 North Oak Street

Arlington, VA 22209

B. OFFICERS

President:

Irving Ornstein

Address:

154 Harbor Lake Circle

West Palm Beach, FL 33413

Vice President:

Tetsuya Hyuga

Address:

1600 North Oak Street

Arlington, VA 22209

Secretary:

Tetsuya Hyuga

Address:

1600 North Oak Street

Arlington, VA 22209

Treasurer:

Tetsuya Hyuga

Address:

1600 North Oak Street

Arlington, VA 22209

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Tetsuya Hyuga, Vice President

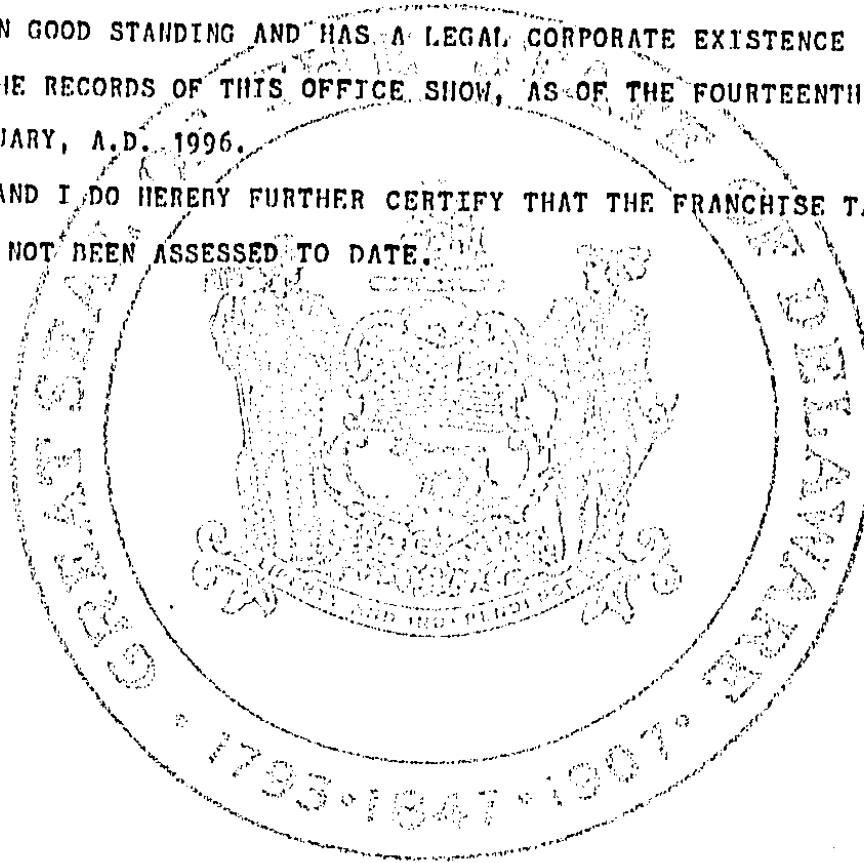
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIJOUX INTERNATIONAL CORPORATION" 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 FOURTEENTH DAY OF FEBRUARY, A.D. 1996.

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



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 15 PM 12:47



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7827861

DATE: 02-14-96