



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 117702 4369002

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 29, 1999

ORDER TIME : 10:13 AM

ORDER NO. : 117702-005

400002759994--9

CUSTOMER NO: 4369002

CUSTOMER: Ms. Laura Rodriguez
Gordon & Silver, Ltd.
Ninth Floor
3960 Howard Hughes Parkway
Las Vegas, NV 89109

FOREIGN FILINGS

NAME: THE JEWELERS OF FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 12:02
RECEIVED
99 FEB -1 AM 11:30
DIVISION OF CORPORATION
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File 1st

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 Jewelers of Florida, Inc.
(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. Nevada
(State or country under the law of which it is incorporated)
3. 91-1943694
(FEI number, if applicable)
4. June 24, 1998
(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. 2400 Western Avenue
Las Vegas, Nevada 89102
(Current mailing address)
8. any lawful activity
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

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.


(Registered agent's signature)

Karen E. Wehner, Asst. Vice President

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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Mordechai Yerushalmi

Address: 2400 Western Avenue
Las Vegas, Nevada 89102

Vice Chairman: None

Address: _____

Director: Mordechai Yerushalmi

Address: 2400 Western Avenue
Las Vegas, Nevada 89102

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Mordechai Yerushalmi

Address: 2400 Western Avenue
Las Vegas, Nevada 89102

Vice President: None

Address: _____

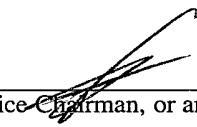
Secretary: Victoria Yerushalmi

Address: 2400 Western Avenue
Las Vegas, Nevada 89102

Treasurer: Victoria Yerushalmi

Address: 2400 Western Avenue
Las Vegas, Nevada 89102

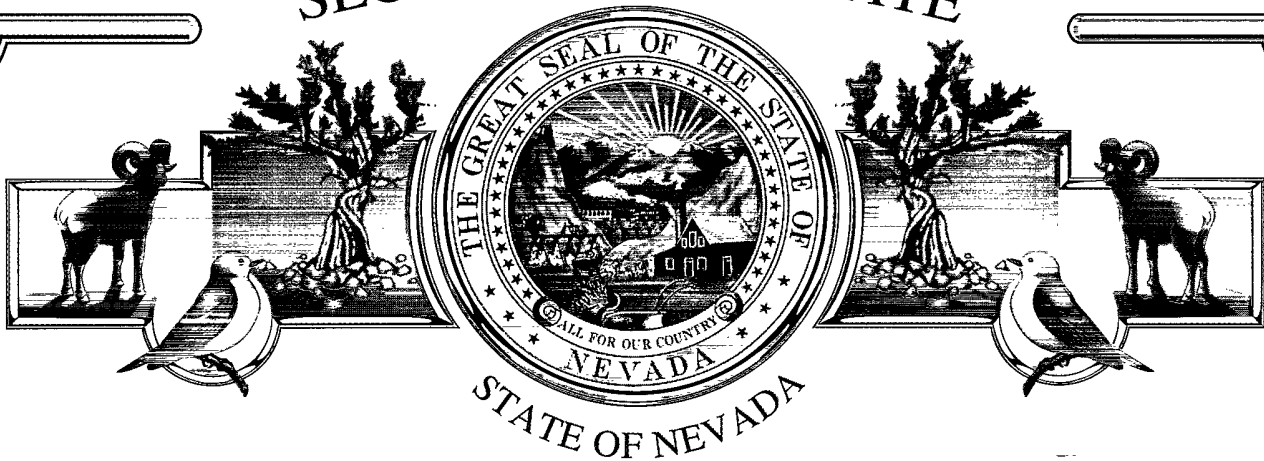
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mordechai Yerushalmi, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 12:02

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **THE JEWELERS OF FLORIDA, INC.** as a Corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **JUNE 24, 1998**, and is in good standing in this state.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE FILINGS
JAN 26 1999
99FEB - 11 PM 02

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Las Vegas, Nevada, on January 26, 1999.



Dean Heller
Secretary of State

By *Delaney Marquez*
Certification Clerk