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January 14, 1998

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002413795-7
-01/28/98-01005-005
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
"MARCUS JEWELERS, INC.", and
Fictitious Name for "EDRO, INC."

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 21 PM 1:10

Gentle persons:

I am writing to you with regard to the change of name of Marcus Jewelers, Inc. to J.N. Jewelers Corporation and with regard to Edro, Inc. obtaining the fictitious name of Marcus Jewelers. For your ease of reference, I am enclosing the following:

Summary Final Judgment dated January 6, 1998 wherein Edwin D. Marcus and Rose Marcus, his wife were given the name of Marcus Jewelers. — *Returned*

2. Assignment of the name Marcus Jewelers from Edwin D. Marcus and Rose Marcus, his wife to Edro, Inc., a Florida corporation that they own. — *Returned*

3. Amended Articles of Incorporation of Marcus Jewelers, Inc. changing its name to J.N. Jewelers Corporation.

4. Certified minutes of the special meeting of the Board of Directors of Marcus Jewelers, Inc. authorizing the change to J.N.'s Jewelers Corporation. — *Returned*

5. An application by Edro, Inc. for the fictitious name of Marcus Jewelers, Inc.

6. A check to the Secretary of State for change of name, Marcus Jewelers, Inc. to J.N.'s Jewelers Corporation in the amount of \$35.00 including the cost of the certified copy of the name change.

7. A check to the Secretary of State obtaining the fictitious name of Marcus Jewelers for Edro Inc. in the amount of \$50.00 including the cost of the certified copy of the fictitious name.

For your ease of reference, I am enclosing a Federal Express envelope address back

RECEIVED
JAN 20 9 14 AM '98
DIVISION OF CORPORATIONS

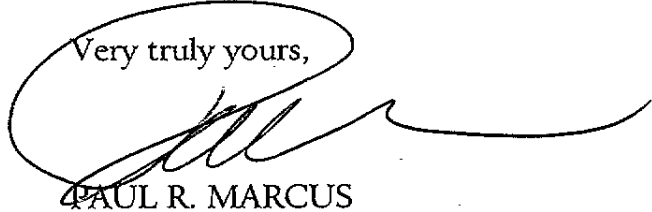
① Gave OK to correct and

② Called - Send Stamped copies - Not enough FOR CCS

NAME change of 1/22/98 CORAPNC

to me that you can send the receipt of certified copies without any undue delay. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to be 'Paul R. Marcus', written over the typed name.

PAUL R. MARCUS

PRM/srgv
Encl.

C:\OFFICE\WPWIN\WPDOCS\CLIENTS\MARCUS\SEC-ST.LTR

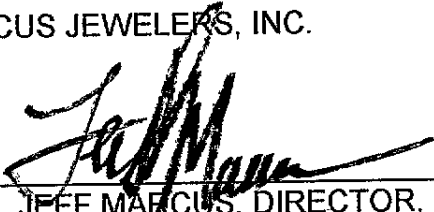
ARTICLES OF AMENDMENT

**BOARD OF DIRECTORS
RESOLUTION AMENDING THE ARTICLES OF INCORPORATION**

Resolved, that the articles of incorporation Marcus Jewelers, Inc., a Florida corporation, are amended to add the change of the name of Marcus Jewelers, Inc. to J.N.'s Jewelry Corporation. Adopted by the sole shareholder on January 12, 1998.

Dated at West Palm Beach, Florida this 12th day of January, 1998.

MARCUS JEWELERS, INC.


BY: JEFF MARCUS, DIRECTOR,
PRESIDENT, SECRETARY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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