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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 757557 8657A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 155.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 1:51

ORDER DATE : July 10, 2000

ORDER TIME : 9:55 AM

ORDER NO. : 757557-005

200003317702--1

CUSTOMER NO: 8657A

CUSTOMER: Ms. Stephanie O'dell
Ramsey W. Dulin, Esq

201 East Pine Street
Suite 425
Orlando, FL 32801

DOMESTIC FILING

NAME: BEVERLY HILLS JEWELERS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS: _____

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BEVERLY HILLS JEWELERS, LLC.**

**ARTICLE I
NAME**

The name of the limited liability company (hereinafter "Company") is BEVERLY HILLS JEWELERS, LLC.

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is 362 Commerce Way, Suite 116, Longwood, Florida 32750.

**ARTICLE III
DURATION**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed with the Florida Department of State.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the Company's initial registered agent in Florida is Ramsey W. Dulin, Esquire, and the address of the Company's registered office in Florida is 201 E. Pine Street, Suite 425, Orlando, Florida 32801.

**ARTICLE V
MANAGEMENT**

The Company is to be managed by certain members designated as managers, the initial managing members are Biagio Schiano, John Sullivan and Luong Moc Tran.

**ARTICLE VI
ADMISSION OF NEW MEMBERS**

Members of the company have the right to admit new members, as set forth in the Company's operating agreement and/or regulations.

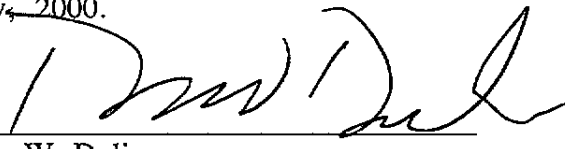
**ARTICLE VII
OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal the regulations and/or operating agreement of

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the Company is vested entirely in the members of the Company.

IN WITNESS WHEREOF the undersigned authorized representative of a member has executed these Articles of Organization this 7th day of July, 2000.



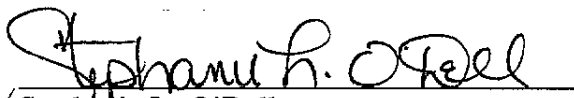
Ramsey W. Dulin
Authorized Representative

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Ramsey W. Dulin, personally known, or who produced _____ as identification, who executed and subscribed the foregoing Articles of Organization, and who acknowledged before me that he executed the same for the purposes therein contained, and who did/did not take an oath.

WITNESS my hand and official seal in the county and state set forth this 7th day of July, 2000.





Stephanie L. O'Dell
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENTS

I, Ramsey W. Dulin, having been named in the foregoing designation of registered agent and registered office by BEVERLY HILLS JEWELERS, LLC., a Florida limited liability company, and being familiar with the obligations of the position of registered agent, do hereby accept service of process as registered agent, to keep my office open during prescribed hours, and to otherwise comply with the obligations of a registered agent, and to otherwise maintain a registered office as heretofore indicated.

Dated this 7th day of July, 2000.



Ramsey W. Dulin