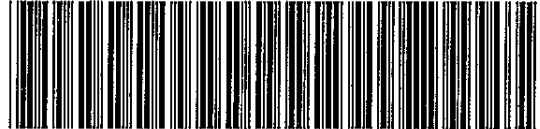


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U.S. DEPT. OF STATE
TALLAHASSEE, FLORIDA



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Stephens Law Firm, P.A.

Attorneys at Law

The Plaza at Regatta Bay
4507 Furling Lane, Suite 210
Destin, FL 32541

Phone: (850) 837-7135

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Sec. Fax: (850) 837-1969
TALLAHASSEE, FLORIDA

January 13, 2004

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

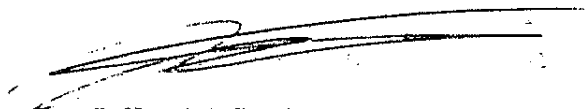
Re: Articles of Amendment to Articles of Organization – “Jewelry & Watch Express of Santa Rosa Mall, LLC” and Jewelry & Watch Express of Cordova Mall, LLC”

Dear Secretary of State:

Enclosed for filing you will find two original Articles of Amendment to Articles of Organization – “Jewelry & Watch Express of Santa Rosa Mall, LLC” and Jewelry & Watch Express of Cordova Mall, LLC.” Also enclosed is a check in the amount of \$50 to cover the filing fee. Please record at your earliest convenience.

Thank you in advance and please call if you have any questions or if I can provide additional information.

Very truly yours,



Jeffrey M. Stephens

Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED
04 JAN 20 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEWELRY & WATCH EXPRESS OF CORDOVA MALL, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 9/25/2003.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:


(Previously the Initial Member was: Mary Michele Henle.)

Article V - Members

The Initial Member of the Limited Liability Company is:
"ON THE SPOT JEWELRY REPAIR, INC."

Mary Michele Henle is removed as a Member of the LLC.

Dated 1-7, 2004.



Signature of a member or authorized representative of a member

Mary Michele Henle

Typed or printed name of signee