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MEMBER OF FLORIDA BAR

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January 4, 2000

Via Overnight Delivery

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*****78.75 *****78.75

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bleicher Fine Jewelry, Inc.
Proposed Corporation

Dear Sirs:

Enclosed is the originally-executed Articles of Incorporation, together with one copy thereof, with regard to the above proposed corporation. I have also enclosed my check in the amount of \$78.75 for the filing fees.

Please process this at your earliest opportunity and return the copy of the Articles of Incorporation to this office.

Thank you for your anticipated assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


SALLY S. BENSON

SSB/fmu
Enclosures

FILED
00 JAN -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
BLEICHER FINE JEWELRY, INC.

FILED
JAN -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be BLEICHER FINE JEWELRY, INC. The principal office and registered office is located at 185 E. Indiantown, Ste. 122C, Jupiter, FL 33477.

ARTICLE II

NATURE OF BUSINESS

This Corporation, subject to any specific written limitations imposed by the laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall be to primarily design and retail fine jewelry and to have and exercise all of the powers and purposes specified and allowable under the laws of the State of Florida.

The general nature of business to be transacted by the Corporation and its objects and powers shall be as follows:

To do everything necessary, proper, advisable or convenient for the accomplishment of any of the objects or the furtherance of any of the powers herein set forth, either alone or associated with

others, incidental or pertaining to, or growing out of or connected with, its business or powers, provided that the same be not inconsistent with the laws of the State of Florida.

Buy, loan money upon, sell, transfer, assign, discount, borrow money upon the pledging as collateral, and otherwise dealing as principal agent or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes, commercial paper accounts, invoices, choices in action, interest in estates, contracts, mortgages on real or personal property, pledges on personal property, and other indebtedness of persons, firms or corporations, and owning, holding or conveying such real estate as may be necessary in the operation of its business, and purchasing, acquiring, and holding shares of stock in other corporations, domestic and foreign, and doing all things incidental thereto; to do a general brokerage business, to buy, sell and deal in all kinds of listed and unlisted stocks and bonds on commission; to act as agent or factor for any person, firm or corporation; but not for the purpose of carrying on the business of banking, insurance, or the operation of railroads, or the discounting of bills and notes or the buying and sell of bills of exchange.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness, as required.

To purchase corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act which the Corporation may not under the laws of the State of Florida, lawfully carry on, exercise or do.

The purposes and powers specified in the clauses contained in the Article are to be construed both as purposes and powers, and

shall, except when otherwise expressed in this Articles, be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or any other Article of this Certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained or in limitation of the powers granted to corporations under the laws of the State of Florida, but it is intended to be, and shall be held to be, in furtherance thereof.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

This Corporation shall begin business with a capital of not less than \$500.00.

ARTICLE V

TERMS OF EXISTENCE

This Corporation shall have perpetual existence. The effective date of this Corporation shall be effective upon filing.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICER

The street address of the Registered Agent is 11 Laird Lane Jupiter, FL 33458 and the name of the registered agent of this corporation is Charles William Bleicher.

ARTICLE VII

DIRECTORS

The number of Directors constituting the initial Board of Directors shall be no less than one (1) and no more than five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of elections and term of office of each director shall be provided for in the By-Laws of the Corporation.

The officers of this Corporation shall consist of a President, Secretary, Treasurer, and such officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws;

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE VIII

DIRECTORS ABSENTEE MEETINGS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporations may take action by written consent by law.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and address of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

Charles William Bleicher, 11 Laird Lane, Jupiter, FL 33458

Helene Bleicher, 11 Laird Lane, Jupiter, FL 33458

ARTICLE X

INCORPORATOR

The name and address of each Incorporator is as follows:

Sally, S. Benson, Esq., 11211 Prosperity Farms Road, C-111,
Palm Beach Gardens, FL 33410

ARTICLE XI

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others,

that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be

elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII.

INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of the Corporation who is also a director for officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or office of such other corporation or not so interested.

ARTICLE XIV

STOCKHOLDERS' AGREEMENT

The Corporation and its common stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement--restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge, his stock, with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of such agreement.

ARTICLE XV

DIVIDENDS

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the

financial condition of the Corporation, unless such act shall be determined to be willful or negligent; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XVI

INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstance provided for in Florida Statute 607.0850, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE XVII

DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Director acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws. The defense of any legal, equitable or other action, suit or proceeding brought against a director, either individually or as director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the

Corporation shall indemnify and save him harmless.

ARTICLE XVIII

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director the Corporation shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

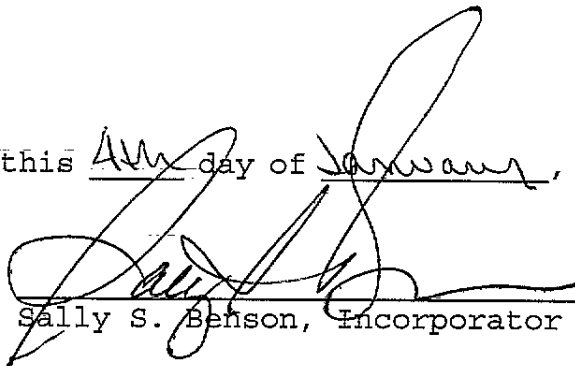
ARTICLE XIX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption of a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation do hereby certify that the foregoing constitutes the Charter of the above corporation.

WITNESS my hand and seal this 4th day of January, 2000.



Sally S. Benson, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

4th The foregoing instrument was acknowledged before me this 4th day of January, 2000, Sally S. Benson, Esq. who is personally known to me ~~or who has produced~~ as identification and who did not take an oath.

My Commission Expires:

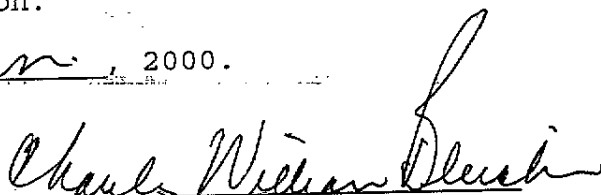



Name: Francine M. Ulicks
Notary Public

ACCEPTANCE BY REGISTERED AGENT OF
BLEICHER FINE JEWELRY, INC.

The undersigned hereby accepts the appointment as Registered Agent of Charles William Bleicher, which is contained in the foregoing Articles of Incorporation.

DATED this 4th day of Jan, 2000.


Charles William Bleicher
Registered Agent

FILED
00 JAN -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA