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LAW OFFICE OF VIVIAN T. FIGUERAS 2801 PONCE DE LEON BOULEVARD, SUITE 1170 CORAL GABLES, FLORIDA 33134

Telephone: (305) 569-9886 Telecopier: (305) 446-9944

February 17, 2000

DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

400003141594--2 -02/21/00--01110--006 ******78.75 ******78.75

Re: <u>Initial Filing: JEWELER'S EXPRESS, INC.</u>

Gentlemen/Ladies:

Enclosed please find, for immediate filing, original plus one (1) copy of Articles of Incorporation and Designation of Registered Agent for the above-named corporation. Upon filing, please return the proof of incorporation, together with certified copy of the Articles of Incorporation, in the enclosed stamped self-addressed envelope.

I have enclosed herein our firm check in the amount of \$78.75, payable to Florida Department of State, representing the \$70.00 filing fee and \$8.75 for the certified copy of the articles.

Thank you for your cooperation. If you have any questions, please let me know.

Sincerely,

VIVIAN T. EXGUA

encl.

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FILED

2000 FEB 21 PM 3: 06

SECRETARY OF STATE
ALLAHASSEE, FLORID,

Office

FILED

2000 FEB 21 PM 3: 06

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JEWELER'S EXPRESS, INC.

A Florida Professional Association Corporation

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is **JEWELER'S EXPRESS, INC.**

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 7850 CAMINO REAL, NO. 315, MIAMI, FLORIDA 33143 and the name of the initial registered agent of the corporation at that address is MARTIN S. BERMUDEZ. The principal office of the corporation is 7850 CAMINO REAL, NO. 315, MIAMI, FLORIDA 33143.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (2) directors to hold office until the first annual meeting of shareholders and the successors shall have been duly elected and qualified, or until any earlier resignations, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of the one (1) initial director of the corporation are:

NAME ADDRESS

MARTIN S. BERMUDEZ Director

7850 CAMINO REAL, NO. 315 Miami, Florida 33143

MARIA I. HINOJOSA Director

7850 CAMINO REAL, NO. 315 Miami, Florida 33143

ARTICLE VII

INCORPORATOR

The name and address of the persons signing these Articles is:

NAME

<u>ADDRESS</u>

MARTIN S. BERMUDEZ

7850 CAMINO REAL, NO. 315 Miami, Florida 33143

MARIA I. HINOJOSA

7850 CAMINO REAL, NO. 315 Miami, Florida 33143

ARTICLE VII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with the law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

the undersigned has executed these WHEREOF, WITNESS Articles of Incorporation on this 174 day of February, 2000.

BERMUDEZ MARTIN S. Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

MARIA I. Incorporator

THE FOREGOING INSTRUMENT was acknowledged to before me, the undersigned Notary Public, at Miami, Miami Dade County, Florida, onthis _day of February, 2000, by

SS

MARTIN S. BERMUDEZ and MARIA I. HINOJOSA

who are	Personally Kn	lown OR	roduced Ide	entification 254973 Pand
who Dic	take an oath	OR Did r	ot take an	oath.

Vivian T Figueras *My Commission CC761602 Expires July 28, 2002

SIGNATURE

STATE OF FLORIDA

FILED 2000 FEB 21 PM 3: 06 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCEPTANCE

OF

DESIGNATION

AS

REGISTERED AGENT

I HEREBY ACCEPT the appointment as the initial registered \equiv a Florida professional EXPRESS, INC., JEWELER'S association corporation, as made in the foregoing Articles of Incorporation.

DATED this Hay of February, 2000.

Registered Agent