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JOEL A. SAVITT

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AVENTURA, FLORIDA 33180-1430

JOEL A. SAVITT
OF COUNSEL
SUSAN L. ALSPECTOR
ALAN B. GEST

EFFECTIVE DATE
3-1-00

TELEPHONE (305) 936-8844
FAX (305) 936-1804

Februar 23, 2000

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

New Filing Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

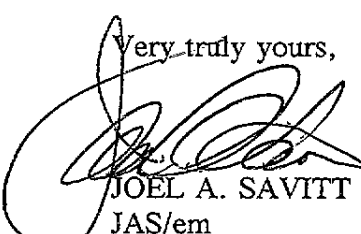
Re: Infinity Jewelers USA, Inc.
Our File No. 2000-035

Gentleman:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Infinity Jewelers USA, Inc." together with our check in the amount of \$78.75.

This check represents the \$35.00 filing fee, \$8.75 for a certified copy of the Articles of Incorporation and \$35.00 fee for the Registered Agent Designation for this corporation.

Very truly yours,


JOEL A. SAVITT
JAS/em
Enclosures as stated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 25 PM 1:22

FILED

F. CHESLER

MAR 6 2000

ARTICLES OF INCORPORATION
OF
INFINITY JEWELERS USA, INC.

EFFECTIVE DATE
3-1-00

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Infinity Jewelers USA, Inc.

ARTICLE II
BUSINESS ADDRESS

The business address of this corporation is:

10207 S.W. 20th Court
Pembroke Pines, Florida 33025

ARTICLE III
DURATION

This corporation shall have perpetual existence commencing on March 1, 2000.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI
VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII
PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 10207 S.W. 20th Court, Pembroke Pines, Florida 33025, and the name of the initial registered agent of this corporation at that address is Stephane Sainvilier.

ARTICLE IX
INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The name and address of the initial director and officer of this corporation is:

Stephane Sainvilier - President and Chief Executive Officer
10207 S.W. 20th Court
Pembroke Pines, Florida 33025

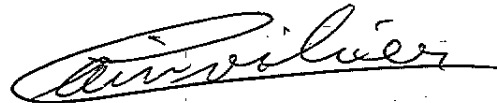
Jacques Sainvilier - Vice-President, Secretary & Treasurer
10207 S.W. 20th Court
Pembroke Pines, Florida 33025

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is:

Stephane Sainvilier
10207 S.W. 20th Court
Pembroke Pines, Florida 33025

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 23rd day of February, 2000.

A handwritten signature in cursive script, appearing to read "Stephane Sainvilier", written in dark ink over a horizontal line.

Stephane Sainvilier
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

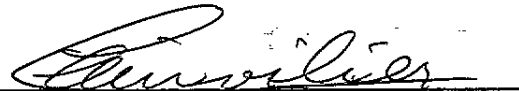
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following
submitted:

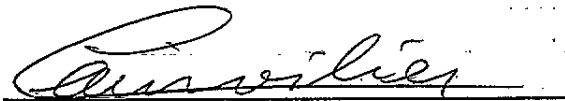
That Infinity Jewelers USA, Inc. desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at 10207 S.W. 20th Court, Pembroke Pines,
Florida 33025, names Stephane Sainvilier, located at 10207 S.W. 20th Court, Pembroke Pines,
Florida 33025, as its agent to accept service of process within the State of Florida.



Stephane Sainvilier
Incorporator

Dated: February 23, 2000

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.



Stephane Sainvilier
Registered Agent

Dated: February 23, 2000