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FEDER & DUNN, P.A.

ATTORNEYS AT LAW
1701 WEST HILLSBORO BOULEVARD
SUITE 302
DEERFIELD BEACH, FLORIDA 33442
TELEPHONE: 954-571-9930
FACSIMILE: 954-571-9950

GARY A. FEDER
KENNETH J. DUNN
BOTH ADMITTED IN FL & NJ

June 1, 2000

Division of Corporation
SECRETARY OF STATE
409 E. Gaines St.
Tallahassee, FL 32399

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Re: Articles of Incorporation for Pembroke Jewelers, Inc.

Dear Madam or Sir:

Enclosed for filing please find the above referenced document and the requisite filing fee. Please send the certified copy to the undersigned at the above address. Thank you.

Sincerely,



Kenneth J. Dunn, Esq.

Enc.

FILED
00 JUN -5 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 13 2000

**ARTICLES OF INCORPORATION
OF
PEMBROKE JEWELERS, INC.**

FILED
00 JUN -5 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Pembroke Jewelers, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common with a par value of \$0.01.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be set by the bylaws of the corporation.

ARTICLE X

The initial registered agent of the corporation is Kenneth J. Dunn, Esq. The street address of the corporation's initial registered office is Feder & Dunn, P.A., 1701 W. Hillsboro Blvd., 302, Deerfield Bch., FL 33442.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

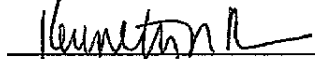
Pembroke Jewelers, Inc.
1360 NW 103 Terrace
Fort Lauderdale, FL 33309

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

Kenneth J. Dunn, Esq.
Feder & Dunn, P.A.
1701 W. Hillsboro Blvd., 302
Deerfield Bch., FL 33442

The undersigned incorporator has executed these Articles of Incorporation this 21st day of may 2000 and shall have an effective date of such date.



Kenneth J. Dunn, Esq., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

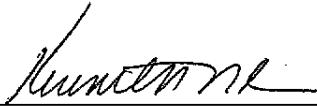
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00 JUN -5 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Pembroke Jewelers, Inc.

The name and address of the registered agent and office is:

Kenneth J. Dunn, Esq.
Feder & Dunn, P.A.
1701 W. Hillsboro Blvd., 302
Deerfield Bch., FL 33442



Kenneth J. Dunn, Esq., Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Kenneth J. Dunn, Esq.

Date: 5/29/00