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February 20, 2001

Federal Express

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

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-02/23/01--01055--007
*****78.75 *****78.75

RE: Michnoff, Inc.

Ladies and Gentlemen:

Enclosed herewith for filing, are two original copies of the Articles of Incorporation of Michnoff, Inc., together with our check in the amount of \$78.75, payable to the Florida Secretary of State, representing the filing fee, Registered Agent's fee, and the fee for one certified copy of Articles of Incorporation.

Please return to the undersigned a certified copy of the Articles of Incorporation and the Certificate of Incorporation in the enclosed return envelope.

Thank you for your attention to this matter.

Very truly yours,

LAZAN, TRUTE & ROBBINS

By: Marjorie F. Robbins

MARJORIE F. ROBBINS

MFR/hh
Enclosures

CC: Sally Michnoff Jacobs

FILED
01 FEB 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MICHNOFF, INC.

FILED
01 FEB 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: MICHNOFF, INC.

ARTICLE II
PRINCIPAL OFFICE

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

720 N.E. 69th Street
Suite 8-S
Miami, Florida 33138

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 2,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

SALLY MICHNOFF JACOBS
720 N.E. 69th Street
Suite 8-S
Miami, Florida 33138

ARTICLE V
PURPOSE

The general nature of the business or businesses to be transacted is as follows:

Section 1. To design, manufacture, purchase, otherwise acquire, to sell and deal in jewelry, gems, precious and semiprecious stones, gold, silver, platinum, and other wares, pocket books, handbags, leather clothing and other leather novelties; generally to do all things and to carry on all lines of trade common to the jewelry business, wholesale, retail, or manufacturing; to do all of the foregoing as principal or agent on commission or otherwise.

Section 2. To engage in the business of importing antiques and goods of every kind, type and description; to purchase and sell such goods as a wholesaler, retailer, distributor, or otherwise, and to act as an agent or broker in the sale of antiques and goods of every kind, type and description.

Section 3. To engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI
DURATION

This corporation shall exist perpetually.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is:

SALLY MICHNOFF JACOBS
720 N.E. 69th Street
Suite 8-S
Miami, Florida 33138

IN WITNESS WHEREOF, I the undersigned, being the Subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 22 day of February, 2001.

Sally Michnoff Jacobs
SALLY MICHNOFF JACOBS

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22 day of February, 2001, by SALLY MICHNOFF JACOBS, as Subscriber and Incorporator, who is personally known to me ~~or who~~ has ~~produced her~~ as identification, and who did take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Sign: Marjorie Frankel Robbins

Print: MARJORIE FRANKEL ROBBINS

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
MARJORIE FRANKEL ROBBINS
COMMISSION # CC834711
EXPIRES 7/19/2003
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
01 FEB 23 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MICHNOFF, INC
2. The name and address of the Registered Agent and office is:

SALLY MICHNOFF JACOBS
(NAME)

720 n.e. 69TH STREET, SUITE 8-S
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33138
(CITY/STATE/ZIP)

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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE
SALLY MICHNOFF JACOBS

February 22, 2001
Date