

P01000095797

5357 Bodega Place
Delray Beach, Florida 33484

September 17, 2001

The Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-10/01/01--01022--018
*****78.50 *****78.50

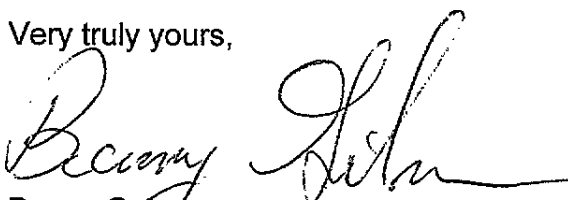
Re: BELAGIO FINE JEWELRY, INC.

Enclosed herewith are the original and one copy of Articles of Incorporation for the above captioned proposed Florida Corporation, together with a check in the amount of \$78.50 covering various fees.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,


Benny Gutman

Encls.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT - 1 AM 11:44

ARTICLES OF INCORPORATION
BELAGIO FINE JEWELRY, INC.

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ARTICLE I

The name of this corporation is BELAGIO FINE JEWELRY, INC. Whose principal address is 5357 Bodega Place, Delray Beach, Florida 33484

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in jewelry sales, a business permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

This Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

ARTICLE V

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Benny Gutman
5357 Bodega Place
Delray Beach, Florida 33484

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The name of the initial director of this Corporation and his street address is:

Benny Gutman
5357 Bodega Place
Delray Beach, Florida 33484

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

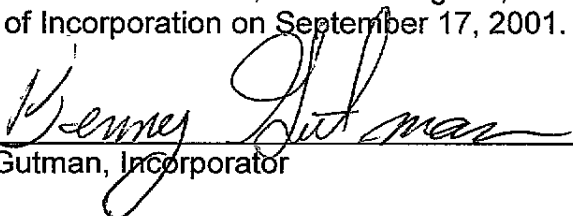
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Benny Gutman
5357 Bodega Place
Delray Beach, Florida 33484

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on September 17, 2001.


Benny Gutman, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared Benny Gutman to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on September 17, 2001.


NOTARY PUBLIC, State of Florida at Large



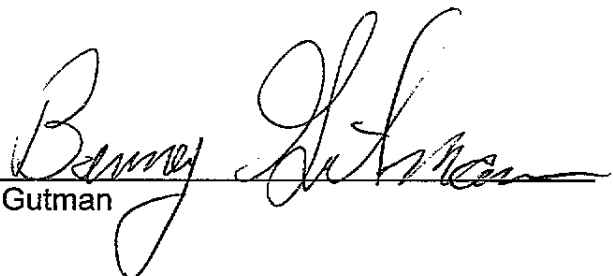
Phyllis Greenstein
Commission # CG 904688
Expires Jan. 24, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

MY COMMISSION EXPIRES:

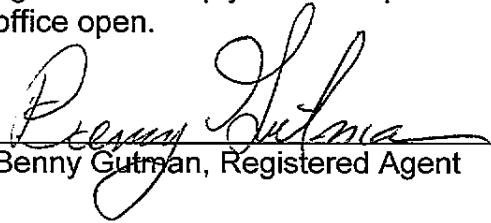
CERTIFICATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That BELAGIO FINE JEWELRY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 5357 Bodega Place, Delray Beach, Florida 33484, County of PALM BEACH, State of Florida, has named Benny Gutman located at 5357 Bodega Place, Delray Beach, Florida, 33484 County of PALM BEACH, State of Florida, as its agent to accept service or process within this State.

By: 
Benny Gutman

Having been named to accept service or process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Benny Gutman, Registered Agent

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