

JAN. 4. 2006 10:41AM

CAPITAL CONNECTION

NO. 3121 P. 1

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DIVISION OF CORPORATION

MERGER OR SHARE EXCHANGE

VICTORIA'S ESTATE JEWELRY, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
VICTORIA'S ESTATE JEWELRY, INC.
AND
ARDEN'S FINE JEWELERS, INC.**


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned as President of Victoria's Estate Jewelry, Inc., pursuant to Section 607.1105, Florida Statutes, submits the following Articles of Merger:

1. The shareholders and directors of VICTORIA'S ESTATE JEWELRY, INC. and ARDEN'S FINE JEWELERS, INC. have approved a Plan of Merger, whereby Arden's Fine Jewelry, Inc. has been merged with Victoria's Estate Jewelry, Inc. Under the plan of merger, the corporation currently known as Victoria's Estate Jewelry, Inc. shall be the surviving corporation, and shall conduct the businesses currently operated by Arden's Fine Jewelers, Inc. and Victoria's Estate Jewelry, Inc.
2. The effective date of the merger shall be January 1, 2006.
3. The plan for merger was approved by the shareholders and directors of Arden's Fine Jewelers, Inc. and Victoria's Estate Jewelry, Inc. on December 26, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger. on
December 26, 2005.


NEDRA TOWNLEY
President
Arden's Fine Jewelers, Inc.


NEDRA TOWNLEY
President
Victoria's Estate Jewelry, Inc.

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Plan of Merger

**WRITTEN STATEMENT OF CORPORATE ACTION BY
DIRECTORS AND SHAREHOLDERS OF
VICTORIA'S ESTATE JEWELRY, INC.
APPROVING MERGER OF VICTORIA'S ESTATE JEWELRY, INC.
AND ARDEN'S FINE JEWELERS, INC.
AND ADDING TWO DIRECTORS TO BOARD**

The undersigned, being all of the members of the board of directors and shareholders of this Florida corporation, hereby make the following written statement in lieu of holding a meeting of directors and a meeting of shareholders, pursuant to Sections 607.0821, 607.0704, and 607.1103, Florida Statutes:

Merger with Arden's Fine Jewelers, Inc.

1) The directors and shareholders of the corporation agree to merge this corporation with Arden's Fine Jewelers, Inc., and approve the plan of merger recommended by the Board of Directors pursuant to Section 607.1103, Florida Statutes which is summarized below:

2) The operations of the business currently known as Arden's Fine Jewelers, Inc., shall continue as a subsidiary of Victoria's Estate Jewelry, Inc., and shall do business as Arden's Fine Jewelers.

3) The operations of the business currently known as Victoria's Estate Jewelry, Inc. shall continue as a subsidiary of Victoria's Estate Jewelry, Inc., and shall do business as Victoria's Estate Jewelry.

4) The number of directors of this corporation shall be changed to three, and William Victor Townley and Blake Gallaher are elected to serve as the directors to fill these two new director's positions. The position of Vice President shall be added as an officer of this corporation. Victor Townley shall serve as the Vice President of this corporation.

5) The name of this corporation shall be changed to: IMAGE JEWELRY GROUP, INC. The officers and directors of this corporation are authorized to take such steps as are necessary to change the name of the corporation and to register the fictitious names of Victoria's Estate Jewelry and Arden's Fine Jewelers.

6) The officers and directors of this corporation are authorized to take such steps as are necessary to complete the merger of the two corporations, including but not limited

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to approval of the corporation's accountant-determination of the manner in which shares of Arden's Fine Jewelers, Inc. shall be exchanged for stock in this corporation, register the fictitious names of the corporation's subsidiaries, and to change the name of this corporation.

CONSENTED to on December 26, 2005.


Nedra Townley
Director/Shareholder

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**WRITTEN STATEMENT OF CORPORATE ACTION BY
DIRECTORS AND SHAREHOLDERS OF
ARDEN'S FINE JEWELERS, INC.
APPROVING MERGER OF VICTORIA'S ESTATE JEWELRY, INC.
AND ARDEN'S FINE JEWELRY, INC.**

The undersigned, being all of the members of the board of directors and shareholders of this Florida corporation, hereby make the following written statement in lieu of holding a meeting of directors, pursuant to the terms of Section 607.0821, 607.0704, and 607.1103, Florida Statutes:

Merger with Victoria's Estate Jewelry, Inc.

1) The directors and shareholders of this corporation agree to merge this corporation with Victoria's Estate Jewelry, Inc. and approve the plan of merger recommended by the Board of Directors pursuant to Section 607.1103, Florida Statutes is approved.

2) The business currently known as Arden's Fine Jewelers, Inc. shall continue as a subsidiary of Victoria's Estate Jewelry, Inc., and shall do business as Arden's Fine Jewelers.


3) The officers and directors of this corporation are authorized to take such steps as are necessary to complete the merger of the two corporations, including but not limited to approval of the corporation's accountant determination of the manner in which shares of Arden's Fine Jewelers, Inc. shall be exchanged for stock in the corporation currently named Victoria's Estate Jewelry, Inc.

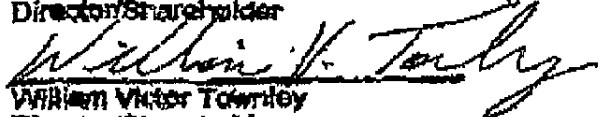
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CONSENTED to on December 26, 2005.


Nedra Townley
Director/Shareholder


William Victor Townley
Director/Shareholder


Blake Gallaher
Director