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NEW FILINGS	AMENDMENTS		
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ARTICLES OF INCORPORATION OF

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V & N FINE JEWELRY AND ACCESSORIES, INC.

2904 FEB 16 A 9 20

SECRETARY OF STATE TALLANASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is V & N FINE JEWELRY AND ACCESSORIES, INC., Inc., and its address is c/o RJS, 1500 Miami Center, 201 South Biscayne Blvd., Miami, FL 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of one cent (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is c/o RJS 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME

ADDRESS

Luis A. Vidal

c/o RJS 201 South Biscayne Boulevard Suite 1500 Miami, FL 33131 Maria Antonieta Nunez de Vidal

c/o RJS

201 South Biscayne Boulevard

Suite 1500 Miami, FL 33131

Antonio E. Nunez

c/o RJS

201 South Biscayne Boulevard

Suite 1500

Miami, FL 33131

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Raul J. Salas and his address is 201 S. Biscayne Boulevard, Suite 1500, Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of 12004.

Raul J Salas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 13th DAY OF FEBRUARY, 2004.

CORPORATION COMPANY OF MIAMI, Registered Agent

Dania Iglesias, Vice President

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SUCRETERES OF STATE