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FLORIDA PROFIT CORPORATION OR P.A.

ARDEN'S FINE JEWELERS, INC.

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**ARTICLES OF INCORPORATION
OF
ARDEN'S FINE JEWELERS, INC.**

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ARTICLE ONE - CORPORATE NAME

The name of this corporation is ARDEN'S FINE JEWELERS, INC.

ARTICLE TWO - PRINCIPAL OFFICE AND MAILING ADDRESS

The street and mailing address of the initial principal office of the corporation is: 1106 Main Street, The Villages, Florida 32159.

ARTICLE THREE - NUMBER OF AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares, all of one class, at \$1.00 per share par value.

ARTICLE FOUR - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

AGENT: Harley Herman, Attorney at Law
OFFICE: 332 N. Magnolia Avenue, Orlando, FL 32801

ARTICLE SIX - INITIAL DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NEDRA TOWNLEY, 1106 Main Street, The Villages, Florida 32159

WILLIAM VICTOR TOWNLEY, P. O. Box 214, Belleview, Florida 34421

BLAKE GALLAHER, P. O. Box 214, Belleview, Florida 34421

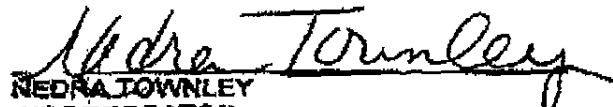
ARTICLE SIX - INCORPORATORS

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation (is) are:
NEDRA TOWNLEY, 1108 Main Street, The Villages, Florida 32159

ARTICLE SEVEN - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, on February 16th, 2004.


NEDRA TOWNLEY
INCORPORATOR

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091, and 607.034, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

ARDEN'S FINE JEWELERS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS INITIAL PRINCIPAL PLACE OF BUSINESS AT 1108
Main Street, The Villages, Florida 32159, AND REGISTERED OFFICE AT 332 N. Magnolia
Avenue, Orlando, FL 32801,

HAS NAMED Harley Herman, Attorney at Law, WHOSE ADDRESS IS 332 N. Magnolia Avenue,
Orlando, FL 32801, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Nebra Townley
NEBRA TOWNLEY

TITLE

Incorporator

DATE

February 16, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE

Harley Herman
Harley Herman
Registered Agent

DATE

February 16, 2004

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