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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : USA CORPORATE SERVICES INC.
Account Number : I20000000220
Phone : (800) 891-7432
Fax Number : (518) 433-1489

FLORIDA PROFIT CORPORATION OR P.A.

NICHOLAS VARNEY JEWELS, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles Of Incorporation Of

NICHOLAS VARNEY JEWELS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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It is Hereby Certified That:

1. The name of the corporation is: **NICHOLAS VARNEY JEWELS, INC.**
2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporation formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

NICHOLAS VARNEY, 2400 PRESIDENTIAL WAY, STE 1702, W. PALM BEACH, FL 33401

4. The mailing address and principal place of business of the corporation is:

2400 PRESIDENTIAL WAY, STE 1702, W. PALM BEACH, FL 33401

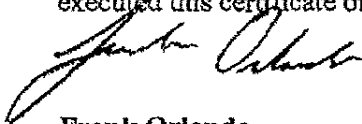
5. The aggregate number of shares, which the corporation shall be authorized to issue, is **1,000** with no par value.

6. The name and address of the incorporator is:

Frank Orlando 46 State Street 3rd Floor Albany, NY 12207

7. The corporation to exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator, being over the age of 21, has executed this certificate on the 13th day of January 2005.



**Frank Orlando
Incorporator**

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Acceptance of Appointment as Registered Agent

I, NICHOLAS VARNEY do hereby accept appointment as Registered Agent of
NICHOLAS VARNEY JEWELS, INC. and am familiar with the provisions of section
607.325 of the Florida General Corporation Act.

Dated: January 13, 2005

X


NICHOLAS VARNEY
Registered Agent

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