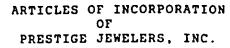
100045837 900001507 -06/07/95--01074-*****70.00 **** OFFICE USE ONLY CORPORATION NAME (S) & DOCUMENT NUMBER (S) (if known): 2. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Decument #) Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENTS **Profit** Amendment NonProfit Resignation of R.A., Officer/Director Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Other Merger OTHER FILINGS. REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation CL 800444 JUN 1 3 1995 Reinstatement Trademark Examiner's Initials

Other

CR2E031(10/92)





The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the state of Florida.

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be Prestige Jewelers, Inc. and the principal place of business of this corporation shall be

P.O. Box 3185
Palm Beach, FL 33480

ARTICLE TWO - NATURE OF BUSINESS
This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE THREE - CAPITAL STOCK
The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE FOUR - REGISTERED AGENT AND OFFICE The initial registered agent of the corporation shall be

John P. Kaye 336 Marlborough Rd. West Palm Beach, FL 33405

ARTICLE FIVE - TERM OF EXISTENCE This Corporation is to exist perpetually.

ARTICLE SIX - OFFICERS AND DIRECTORS

This Corporation shall have two direc rs, initially. The name and address of the initial directors when shall hold office for the first year of the Corporation, or until a successor is elected, are

John P. Kaye And Anthony R. Bonner
336 Marlborough Rd. 1820 N. Congress Ave., #E-11
West Palm Beach, FL 33405 West Palm Beach, FL 33401

ARTICLE SEVEN - SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are

John P. Kaye And 336 Harlborough Rd. West Palm Beach, FL 33405 Anthony R. Bonner 1820 N. Congress Ave., #E-11 West Palm Beach, FL 33401

John P. Kav

Anthony R. Bonner

STATE OF FlurIDA

COUNTY OF PACE BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared John P. Kaye and Anthony R. Bonner, known to me and known by me to be the persons who executed the forgoing Articles of Incorporation.

Notary Public

Janice Brooks.

My Commission Expires:

(SEAL)

OFFICIAL NOTARY SEAL.
JANICE BROOKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC456660
MY COMMISSION EXP. MAY 4,1999

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.050. Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

- 1. The name of the corporation is Prestige Jewelers, Inc.
- 2. nroc and address of the registered agent and office is:

John P. Kaye 336 Marlborough Rd. West Palm Beach, FL 33405

Signature:

John P. Kaye

Title: Director - Prestige Jewelers, Inc.

Date: June 15+

<u> 1995</u>

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature:

John P. Kave/

Date:

1995