

Ann Deborah Fishman, Esquire  
1456 Breakers West Boulevard  
West Palm Beach, Florida 33411  
(407) 795-1011

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BY FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
(904) 487-6052

Re: Articles of Incorporation of Fishman & Company of Palm Beach, Inc.

Dear Division of Corporations Agent:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50. Kindly send a certified copy of the filed Articles of Incorporation to me at the letterhead address.

Very truly yours,

*Ann Fishman*

Ann Deborah Fishman, Esquire

JUL 18 1995

BSB

FILED  
95 JUL 17 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FISHMAN & COMPANY OF PALM BEACH, INC.

FILED  
95 JUL 17 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be:

Fishman & Company of Palm Beach, Inc..

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To purchase, take, receive, consign or otherwise acquire, own, use, hold, use and otherwise deal in and with real or personal property, or any interest therein, specifically to include fine jewelry, and to sell the same and to promote the sale thereof.

D. To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without the State of Florida and within or without the United States of America.

E. To make donations for the public welfare or for charitable, scientific or educational purposes.

F. To act as the General Partner of a Limited Partnership.

G. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

Article 4. Address. The address of the principal office of the Corporation as well as the mailing address of the Corporation is:

1456 Breakers West Boulevard  
West Palm Beach, Florida 33411.

Article 5. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue One Thousand (1,000) common shares.

Article 6. Par Value. The common shares of the Corporation shall have a par value of Ten Dollars (\$10.00) per share.

Article 7. Share Transfer Restrictions. Shares of the Corporation held by any Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is:

1456 Breakers West Boulevard  
West Palm Beach, Florida 33411.

The name of the initial Registered Agent of the Corporation at that address is:

Ann Deborah Fishman, Esquire.

Article 9. Incorporator. The name and address of the incorporator is as follows:

Ann Deborah Fishman, Esquire  
1456 Breakers West Boulevard  
West Palm Beach, Florida 33411.

Article 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 11. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors are as follows:

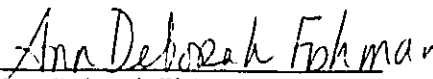
Ann Deborah Fishman, Esquire  
1456 Breakers West Boulevard  
West Palm Beach, Florida 33411

Eric S. Fishman, M.D.  
1456 Breakers West Boulevard  
West Palm Beach, Florida 33411.

Article 12. Rights of Initial Director. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each and any Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is also a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.


Article 13. Indemnification. The Corporation shall indemnify each Officer and Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14th day of July, 1995.

  
Ann Deborah Fishman, Esquire  
Incorporator

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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

  
Ann Deborah Fishman, Esquire  
Incorporator