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February 5, 1996

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Jewelry Mart Mfg. USA, Inc.

Dear Sir/Madam,

800001710398
-02/08/96--01059--002
*****122.50 *****122.50

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, a check in the amount of \$122.50 is included representing payment of the following fees:

Filing fee	\$35.00
Certified copy	52.50
Registered Agent Fee	35.00

Would you please file the original of the enclosed Articles of Incorporation and return a certified copy to this office. Thank you for your prompt attention to this matter.

Very truly yours,


Don L. Brown

DLB:ma
Encl: as stated

Dmc
2-12-96

FILED
96 FEB -8 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
JEWELRY MART MFG. USA, INC.**

FILED
96 FEB -8 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JEWELRY MART MFG. USA, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business pursuant to the provisions of Chapter 475, Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 6,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3261 Ohio Avenue, Sanford, Florida 32713, and the name and address of the initial Registered Agent of the corporation is Don L. Brown, Esquire, 200 N. Thornton Avenue, Orlando, Florida 32801.

ARTICLE V - DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Directors of this corporation are:

David Do
3261 Ohio Ave.
Sanford, FL 32773

Thong N. Nguyen
1760 W. McCulloch Rd.
Oviedo, FL 32765

David Lu
3255 Ohio Ave.
Sanford, FL 32773

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Thong N. Nguyen
1760 W. McCulloch Rd.
Oviedo, FL 32765

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of February, 1996.

Thong Nguyen
THONG N. NGUYEN

**STATE OF FLORIDA
COUNTY OF ORANGE**

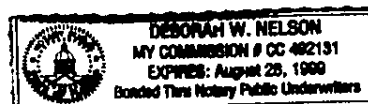
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared THONG N. NGUYEN, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed same.

THE FOREGOING INSTRUMENT was acknowledged before me this 6 day of February, 1996 by THONG N. NGUYEN, who has produced the following form of identification: Florida Drivers License

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of February, 1996.

Deborah W. Nelson

NOTARY PUBLIC
My Commission Expires:



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

FILED

26 FEB -8 AM 11:51

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That JEWELRY MART MFG. USA, INC., desiring to organize under the laws of the State of Florida, with its principal offices located at 3261 Ohio Avenue, Sanford, Florida 32773, has named DON L. BROWN, ESQUIRE of 200 N. Thornton Ave., Florida 32801, as its agent to accept service of process within this State.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


DON L. BROWN