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FILINGS, INC. TERESA ROMAN			
(Requestor's Name)			
2805 LITTLE DEAL ROAD		1	
(Addrose)			
TALLAHASSEE, FLORIDA 32308	(904) 385-6735	OFFICE USE ONLY	
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Examiner's Initials

<b>CORPORATION NAME(S)</b>	& (	DOCUMENT NUMBER(S) (if known)
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DIVISION OF CORPORATIONS

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#### ARTICLES OF INCORPORATION

#### ARTICLE I - NAME

The name of this corporation is Cathein Family Jowelers, Inc.

#### ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 3291 West Sunrise Blvd. Fort Lauderdale, Florida 33311

#### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Yaron Cathein 3291 West Sunrise Blvd. Fort Lauderdale, Florida 33311

#### ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing three Articles is:

Filings, Inc., a Florida Corporation 3732 N.W. 16th Street Fort Lauderdale, Florida 33311

#### ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

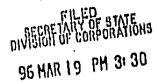
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 19, 1996

Filings, Inc. by Teresa Roman, Vice-President

Incorporator



Certificate designating place of business or domicle for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Cathein Family Jewelers, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: March 19, 1996

Sero Moman

Teresa Roman, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 19, 1996

Filings, Inc. by Teresa Roman, Vice-President

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### ARTICLES OF AMENDMENT OF

Cathoin Family Jewelers, Inc.

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SECRETARY OF STATE
FALLAMASSEE, FLORIMALY

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- 1. The name of the Corporation is Cathein Family Jewelers, Inc.
- 2. Article one (1) of the Articles of Incorporation of the Corporation is hereby amended to change the name of the Corporation to Kathein Family Jewelers, Inc.
- 3. Article six (6) of the Articles of Incorporation of the Corporation is hereby amended to change the name and address of the Director to:

Yaron Kathein 3291 West Sunrise Blvd. Fort Lauderdale, Florida 33311

4. The foregoing amendment was adopted by the Incorporator before the issuance of any shares of the Corporation on the 21st day of March, 1996, pursuant to Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 21st day of March, 1996.

Filings, Inc., a Florida Corporation by Teresa Roman, Vice-President

Selesa Roman