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FROM: FOWLER, WHITE, BURNETT, ET AL
INT'L PLACE, 17TH FLOOR
100 SE SECOND ST.
MIAMI FL 33131-

FAX: (904) 922-4000

CONTACT: JUDITH D RODMAN
PHONE: (305) 789-9200
FAX: (305) 789-9201

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARROLL'S JEWELERS OF CORAL GABLES, INC.

FAX AUDIT NUMBER: H96000006002

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FBI - MIAMIARTICLES OF INCORPORATION
OFCARROLL'S JEWELERS OF CORAL GABLES, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

CARROLL'S JEWELERS OF CORAL GABLES, INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$10.00 per share.

ARTICLE IV

Address

The address of the principal office of the corporation and its mailing address is 365 Miracle Mile, Coral Gables, Florida 33134.

John C. Strickroot, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131-1101
ph: (305) 789-9200
Florida Bar No. 078954

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ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is John C. Strickroot.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

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ARTICLE VII**Incorporator**

The name and address of the incorporator of the corporation are: John C. Strickroot, 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131.

ARTICLE VIII**Board of Directors**

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of April, 1996.


John C. Strickroot

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**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above named corporation at the place designated in these Articles of Incorporation, I 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.


John C. Strickroot

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