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THATCHNESS ACCOUNT NO. : 07210000032

004471 REFERENCE : 7112041

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 28, 1996

9:50 AM ORDER TIME :

ORDER NO. : 004471

CUSTOMER NO: 7112041

CUSTOMER: Mr. Donald C. Alexander

DONALD C. ALEXANDER

6001 Northwest 61st Avenue

Pompano Beach, FL 33067-4402

DOMESTIC FILING

NAME:

JEWELRY MART, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DIVISION OF CORPORA

GB 6/28/96

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ARTICLES OF INCORPORATION

FILED 96 JUN 28 PH 2: 50

OF

JEWELRY MART, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be JEWELRY MART, INC. (hereinafter referred to as the "Corporation").

ARTICLE II

GENERAL NATURE OF BUSINESS

The Corporation may engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The total authorized capital stock of the Corporation is one thousand (1,000) shares of common stock, par value One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The street address of the initial principal office of the Corporation in the State of Florida is 6001 Northwest 61st Avenue, Parkland, Florida 33067.

ARTICLE VI

NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) director.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The name and street address of the sole member of the first Board of Directors of the Corporation is:

Donald Alexander 6001 Northwest 61st Avenue Parkland, Florida 33067

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator to these Articles of

Incorporation is Donald Alexander, 6001 Northwest 61st Avenue, Parkland, Florida 33067.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7900 Glades Road, Suite 445, Boca Raton, Florida 33434, and the name of the initial registered agent of the Corporation at that address is Andrew Blasi.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 26 day of June, 1996.

Donald Alexander

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26 day of June, 1996, by Donald Alexander, who is personally known to me or who has produced ______as identification and who did not take an oath.

My Commission Expires:

NOTARY PUBLIC, State of Florida
Print Name: Therese A. Pike

Thorese A. Pike
MY COMMISSION # CC547584 EXPIRES
April 15, 2000
COMMISSION # REPRES
April 15, 2000
COMMISSION PROVINCE
COMMISS

(SEAL)

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

JEWELRY MART, INC., a corporation being organized under the laws of the State of Florida, designates 7900 Glades Road, Suite 445, Enca Raton, Florida 33434 as its registered office and has named ANDREW BLASI as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for JEWELRY MART, INC. at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Section of the Florida Statutes with respect to keeping such office open.

Ву

Andrew Blasi

Registered Agent

