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(((H96000009532)))
NAME: PRESTIGE JEWELRY CORPORATION
FAX AUDIT NUMBER: H96000009532
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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock, par value \$1.00.

ARTICLE V

REGISTERED OFFICE

The initial street address of the initial registered office of this corporation in the state of Florida is: 12405 S.W. 56th St., Miami, FL., 33175. The name of the corporation's registered agent is: CHERYL A. CRANE.

The Board of Directors may, from time to time, move the registered office to any other address in Florida.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is TWO (2). The number of directors may be increased or diminished from time to time, according to the by-laws adopted by the stockholders.

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ARTICLE VII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors is:

Cheryl A. Crane
PRESIDENT
12405 S.W. 56th St.
Miami, FL 33175

Juan Diaz
VICE-PRESIDENT/TREASURER
12405 S.W. 56th Street
Miami, Florida 33175

ARTICLE VIII

INCORPORATORS

The names and addresses of each incorporator of this corporation are:

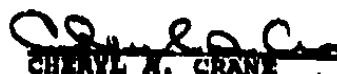
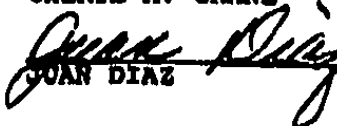
CHERYL A. CRANE
12405 S.W. 56th Street
Miami, Florida 33175

JUAN DIAZ
5510 S.W. 6th Street
Miami, FL 33134

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WE, THE UNDERSIGNED, being the incorporators hereinabove named for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribed, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 8th day of July, 1996.

 (SEAL)
CHERYL A. CRANE
 (SEAL)
JUAN DIAZ

STATE OF FLORIDA)
COUNTY OF DADE) ss:

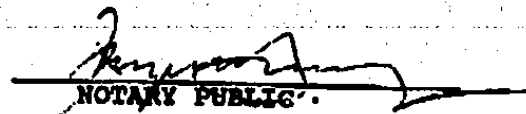
BEFORE ME, the undersigned authority, this day personally appeared CHERYL A. CRANE and JUAN DIAZ, both well known to me who, being by me first duly sworn, depose and say that they executed the foregoing Articles of Incorporation and that they are true and correct to the best of their knowledge and belief.

Witness my hand and official seal at Miami, Dade County, Florida this 8th day of July, 1996.



STEVEN H. FRIEDMAN
COMMISSION # 00 41379
EXPIRES SEPTEMBER 08, 1997
NOTARY PUBLIC
ATLANTIC BOMBING CO., INC.

SEAL


NOTARY PUBLIC
State of Florida at Large

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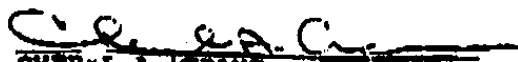
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
RESIDENT AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapters 48.091 and 607, Florida Statutes, the following is submitted, in compliance with said Act:

THAT--- PRESTIGE JEWELRY CORPORATION, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 12405 S.W. 56th St., Miami, Florida, 33175 and CHERYL A. CRANE OF 12405 S.W. 56TH St., MIAMI, Fl. 33175 as its initial resident agent, to accept service of process within this state.

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 provision of said Act relative to keeping open said office.


CHERYL A. CRANE

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