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FLORIDA DIVISION OF CORPORATIONS 9:16 AM
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 0- 9
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591

((H96000010499))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LVM JEWELERS WHOLESALE, INC.
FAX AUDIT NUMBER: H96000010499 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/30/1996 TIME REQUESTED: 09:56:25
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 071001002335

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ARTICLES OF INCORPORATION
OF
LVM JEWELERS WHOLESALE, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE: LVM JEWELERS WHOLESALE, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

36 NE 1ST STREET
SUITE 349
MIAMI, FLORIDA 33132

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF COMMON STOCK, PAR VALUE \$ 1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

Prepared by: Kevin Munoz
36 N.E. 1st St. Ste. 349
Miami, FL 33132
(305) 444-8800

ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT: KEVIN MUNOZ
156-74-3358
335 SW 133RD AVENUE
MIAMI, FL 33184

VICE PRESIDENT: MARIATERESA H. MUNOZ
589-14-2581
335 SW 133RD AVENUE
MIAMI, FL 33184

SECRETARY: KEVIN MUNOZ
156-74-3358
335 SW 133RD AVENUE
MIAMI, FL 33184

TREASURER: GLORIA MUNOZ
144-44-2629
335 SW 133RD AVENUE
MIAMI, FL 33184

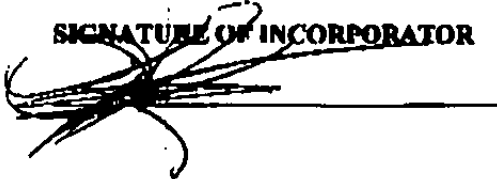
ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

KEVIN MUNOZ
SSN 156-74-3358
335 SW 133RD AVENUE
MIAMI, FL 33184

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 29TH DAY OF JULY OF 1996.

SIGNATURE OF INCORPORATOR

A handwritten signature, likely of Kevin Munoz, is written over a horizontal line. The signature is stylized with multiple overlapping strokes.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: LVM JEWELERS WHOLESALE, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
KEVIN MUNOZ
SSN 156-74-3358
335 SW 133RD AVENUE
MIAMI, FLORIDA 33184

SIGNATURE


KEVIN MUNOZ, PRESIDENT

DATE: JULY 29, 1996

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, 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.


KEVIN MUNOZ, REGISTERED AGENT

DATE: JULY 29, 1996

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