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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: JRE ACQUISITION CORP.
FAX AUDIT NUMBER: H96000011314
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ARTICLES OF INCORPORATION
OF
JRE ACQUISITION CORP.

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JRE ACQUISITION CORP.

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

- FIRST:** The name of the Corporation is JRE ACQUISITION CORP. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 7142 Montrico Drive, Boca Raton, Florida 33433.
- THIRD:** The Corporation is authorized to issue 1,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 7142 Montrico Drive, Boca Raton, Florida 33433 and the registered agent at that address is: Kenneth A. Marks.
- FIFTH:** The name and address of the incorporator of the Corporation is: Kenneth A. Marks, 7142 Montrico Drive, Boca Raton, Florida 33433.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the corporation is:

Kenneth A. Marks
7142 Montrico Drive
Boca Raton, Florida 33433

- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by

CORPFORM 12A
90012

William C. Phillipi
FBN. 190129
(305) 374-9400

201 S. Biscayne Blvd.
Suite 300
Miami, FL 33131

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Section 607.0902 of the Florida Business Corporation Act,
as amended from time to time, relating to control share
acquisitions.

TENTH: The corporate existence of the Corporation shall commence
upon filing of these Articles of Incorporation and the
Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 13 day of August, 1996.


Kenneth A. Marks, Incorporator

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Kenneth A. Marks

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

JRE ACQUISITION CORP., a Florida corporation, document number
P96000067752

INTO

JEWELRY REPAIR ENTERPRISES, INC., a Pennsylvania corporation, P25115

File date: November 1, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50