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REPLY TO: Boca Raton

GEORGE L. SIGALOS
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GORDON A. DIETERLE
A. TOM SPYREDES
LISA BISAGNI
DAVID J. PASCUZZI

December 18, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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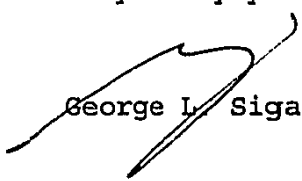
Re: Chateau Jewelers, Inc.

Dear Sir/Madam:

Enclosed you will find an original and one (1) copy of Articles of Incorporation and check number 32920 in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,


George L. Sigalos

FWM/esh
Enclosure

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TALLAHASSEE
FLORIDA
STATE

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ARTICLES OF INCORPORATION
FOR
CHATEAU JEWELERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

Chateau Jewelers, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

20400 Hacienda Court
Boca Raton, Florida 33498

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1000 Shares of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

George L. Sigalos, Esquire
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

George L. Sigalos, Esquire
Mattlin & McClosky
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have one (1) director, initially. The name and address of the initial member of the Board of Directors is:

Christos Vlachos
20400 Hacienda Court
Boca Raton, Florida 33498

ARTICLE VIII. OFFICERS

This corporation shall have two (2) officers, initially. The name, address and position of the initial officers are:


Christos Vlachos
20400 Hacienda Court
Boca Raton, Florida 33498
as
President, Vice President, Treasurer

Constantina Vlachos
20400 Hacienda Court
Boca Raton, Florida 33498
as
Secretary

ARTICLE IX. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned have executed these Articles of Incorporation this 18th day of December, 1996.


George L. Sigalos, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

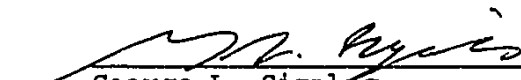
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation, Chateau Jewelers, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

George L. Sigalos, Esquire
2300 Glades Road
Suite 400, East Tower
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.

Dated: December 18, 1996.


George L. Sigalos

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA