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OF COUNSEL
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January 30, 1997

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***122.50 ***122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
Vincent's Jewelry, Inc.
Our File No. 97-107

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for VINCENT'S JEWELRY, INC. to be filed with the Secretary of State and a certified copy returned to this office.

Also enclosed is our check in the amount of \$122.50 for the filing fee.

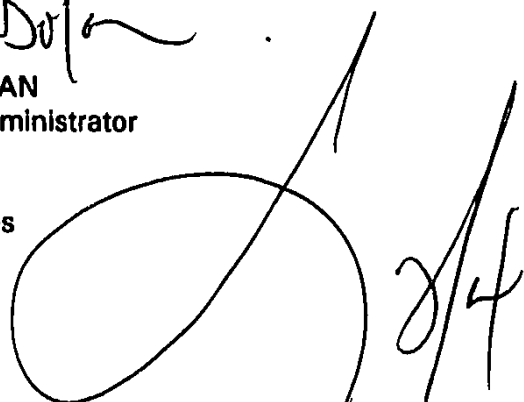
In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



LOU DOLAN
Office Administrator

MLD/lou
Enclosures



FILED
97 JAN 31 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
VINCENT'S JEWELRY, INC.

FILED
97 JAN 31 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is VINCENT'S JEWELRY, INC. located at 569 East Sample Road, Pompano Beach, Florida 33064.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issued 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8010 North University Drive, Suite 200, Fort Lauderdale, Florida 33321 and the name of the initial registered agent of this corporation at that address is Michael C. Meisler.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The names and addresses of the initial Board of Directors of this corporation are:

VINCENT G. GIUNTA

569 East Sample Road
Pompano Beach, FL 33064

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is: Ronald J. Smith, Esq., 8010 North University Drive, Suite 200, Fort Lauderdale, Florida 33321.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of January, 1997.

Ronald J. Smith
RONALD J. SMITH, ESQ.

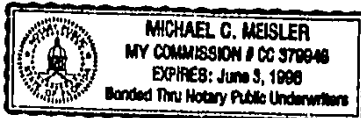
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Ronald J. Smith, Esq. known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of January, 1997.

[Signature]
Notary Public
State of Florida at Large

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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:

FIRST--THAT VINCENT'S JEWELRY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 569 East Sample Road, Pompano Beach, STATE OF FLORIDA, HAS NAMED Michael C. Meisler LOCATED AT 8010 North University Drive, Suite 200, Fort Lauderdale, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

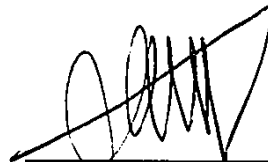
SIGNATURE:


Ronald J. Smith, Esq.

TITLE: Vice-President

DATE: January 30, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.



Michael C. Meisler

DATE: January 30, 1997.

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97 JAN 31 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA