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LAW OFFICES

R. ALAN HALE, P.A.

LITIGATION BUILDING — THIRD FLOOR
633 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33301-2843
TELECOPIER: (305) 763-6292
TELEPHONE: (305) 525-1700

26 February 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002100185--9
-02/27/97--01074--012
****122.50 ****122.50

Re: FIORE JEWELERS, INC.

Dear Sir or Madam:

We enclose herewith the original and one (1) copy of the proposed Articles of Incorporation of the above captioned corporation.

Please file the original and return a certified copy to this Office.

We enclose our check in the sum of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>

\$122.50
=====

Thank you for your cooperation in this regard.

Very truly yours,

R. Alan Hale

R. Alan Hale, Esquire

RAH:jal
Enclosure

EFFECTIVE DATE
2-26-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 27 AM 9:56

FILED

Dmc
3/5/97

FILED

ARTICLES OF INCORPORATION
OF
FIORE JEWELERS, INC.

97 FEB 27 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following shall constitute the Articles of Incorporation organizing a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is: FIORE JEWELERS, INC.

ARTICLE TWO

The duration of this corporation is perpetual. The corporate existence of this corporation shall commence on the date these Articles of Incorporation are executed.

ARTICLE THREE

The general purpose for which this corporation is initially organized to engage in the business of selling, buying, fabricating and otherwise dealing in jewelry, gems and precious metals.

This corporation may also engage in the transaction of any or all lawful business for which corporations may be incorporated pursuant to chapter 607, Florida Statutes.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE FIVE

The stockholders of this corporation shall not be accorded any preemptive rights to subscribe for additional shares of the capital stock of this corporation.

ARTICLE SIX

The initial principal address and registered office of this corporation are the same and shall be located at: 633 South Andrews Avenue, Third Floor, Fort Lauderdale, Florida 33301.

The initial registered agent of this corporation located at said address is: R. Alan Hale, Esquire.

EFFECTIVE DATE

2-26-97

ARTICLE SEVEN

The initial Board of Directors shall consist of one (1) person whose name and address is: R. Alan Hale, Esquire, 633 South Andrews Avenue, Third Floor, Fort Lauderdale, Florida 33301.

The number of Directors of the corporation shall be fixed by the By-laws.

ARTICLE EIGHT

The name and address of the incorporator of this corporation is: R. Alan Hale, Esquire, 633 South Andrews Avenue, Third Floor, Fort Lauderdale, Florida 33301.

ARTICLE NINE

The corporation shall indemnify any and all of its directors or officers or former directors or officers, or any officer of another corporation in which it owns shares of capital stock, or of which it is a creditor against the expenses actually and necessarily incurred by them, in connection with the defenses of any action, suit or proceedings, in which they or any of them are made parties, or a party by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-laws, agreement, vote of stockholders, chapter 607, Florida Statutes, or otherwise.

ARTICLE TEN

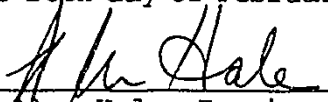
No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested. No contract, act or transaction of the corporation in the absence of fraud, shall be affected or invalidated by the fact that a director or directors of the corporation is a party or are parties to or interested in such person or persons, firm or corporation. Each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which

he may be in any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE ELEVEN

The registered agent of this corporation is: R. Alan Hale, Esquire, whose address is: 633 South Andrews Avenue, Third Floor, Fort Lauderdale, Florida 33301.

The undersigned hereby make, subscribe, acknowledge, and file these Articles of Incorporation on this 26th day of February, 1997.

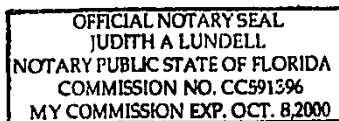


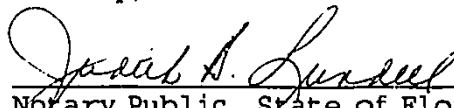
R. Alan Hale, Esquire
Sole Incorporator and
Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, R. ALAN HALE, ESQUIRE, to me well known, who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily, for the purpose of incorporating FIORE JEWELERS, INC., as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, this 26th day of February, 1997.

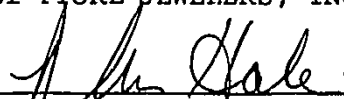




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for FIORE JEWELERS, INC.



R. Alan Hale, Esquire