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WILLIAM H. MECKS  
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CHRISTOPHER D. NILES  
DONALD R. NILES, OF COUNSEL

March 7, 1997

STREET ADDRESS  
2601 EAST OAKLAND PARK BOULEVARD  
SUITE 400  
FORT LAUDERDALE, FL 33306

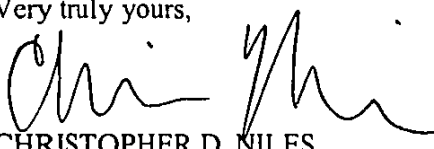
Attorneys' Title Insurance Fund, Inc.  
660 East Jefferson Street, #200  
Tallahassee, FL 32301

Re: Lewis Jewelers, Inc.

Gentlemen:

Enclosed you will find two original copies of Articles of Incorporation for the enclosed new corporation to be formed, which we request that you deliver to the Department of Corporations for filing with the State. Also enclosed is our trust account check for \$122.50 payable to the Secretary of State which represents the filing fee. Please fax a copy of the filed Articles to me at your earliest convenience at 305-565-2233, and mail the original document with your invoice for service. If you have any questions please contact me.

Very truly yours,

  
CHRISTOPHER D. NILES  
For the Firm

CDN/vk  
Enclosures

D. BROWN MAR 10 1997

ARTICLES OF INCORPORATION  
OF  
LEWIS JEWELERS, INC.

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ARTICLE I  
NAME

The name of this corporation is **LEWIS JEWELERS, INC.**, whose mailing address is 5755 Powerline Road, Fort Lauderdale, FL 33309.

ARTICLE II  
DURATION

This corporation shall have perpetual existence and these Articles are effective upon filing.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock.

ARTICLE V  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata 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 5755 Powerline Road, Fort Lauderdale, FL 33309, and the name of the initial registered agent of this corporation at that address is William A. Kent. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one.

The name and address of the initial Director(s) of this corporation are:

William A. Kent  
5755 Powerline Road  
Fort Lauderdale, FL 33309

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ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles are:

William A. Kent  
5755 Powerline Road, Fort Lauderdale, FL 33309

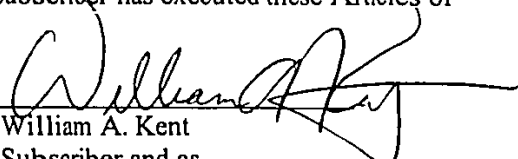
ARTICLE IX  
INDEMNIFICATION

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 provisions 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 7<sup>th</sup> day of March, 1997.

  
William A. Kent  
Subscriber and as  
Registered Agent