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LAW OFFICES OF
ROBERT M. BAKER, P.A.
SUITE 300
8181 WEST BROWNS BOULEVARD
PLANTATION, FLORIDA 33324

ROBERT M. BAKER
MEMBER FLORIDA AND ILLINOIS BAR

BROWARD: (305) 475-2500
DADE: (305) 940-7340
FAX: (305) 475-3149

April 24, 1997

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

RE: BARRON JEWELERS, INC.

100002156661--6
-04/28/97--01087--009
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing payment of the following:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Total Fee	\$70.00

Please file the enclosed Articles of Incorporation and return a copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

ROBERT M. BAKER, P.A.


Robert M. Baker
For the Firm

RMB/ljg
enclosures

FILED
97 APR 28 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 29 1997


ARTICLES OF INCORPORATION
OF

BARRON JEWELERS, INC.

I, the undersigned, being of legal age and a natural person do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

BARRON JEWELERS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each share having par value of One (\$1.00) DOLLAR.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin is Five Hundred (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is 7152 North University Drive, Tamarac, FL 33321.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) Directors initially, whose names and addresses are:

RONI SWEET
2526 Northwest 107 Avenue
Sunrise, Florida 33322

BARRY LEE WEINSTEIN
3448 Spring Bluff Place
Lauderhill, Florida 33319

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VIII - REGISTERED AGENT

The Registered Agent for the corporation shall be ROBERT M. BAKER.

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is as follows:

ROBERT M. BAKER, ESQ. ROBERT M. BAKER, P.A.
8181 W. Broward Blvd.
Suite 300
Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 24 day of April, 1997.



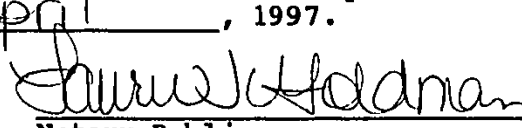
ROBERT M. BAKER

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, on this day personally appeared ROBERT M. BAKER, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 24 day of April, 1997.

My Commission Expires:



Notary Public
State of Florida

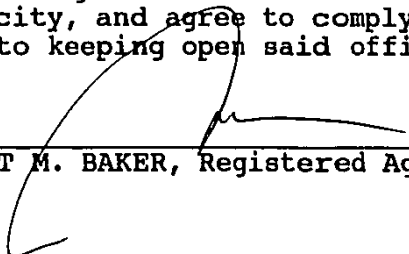
OFFICIAL NOTARY SEAL LAURIE J. GOLDMAN NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC596454 MY COMMISSION EXP. NOV. 13, 2000
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FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that BARRON JEWELERS, INC. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Tamarac, State of Florida, has named ROBERT M. BAKER, whose address is 8181 W. Broward Blvd., Plantation, FL 33324 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ROBERT M. BAKER, Registered Agent

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TALLAHASSEE, FLORIDA