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FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY C. RODRIGUEZ~~ Brinn Folas

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: LINELLE BURACK FINE JEWELRY INCORPORATED

AUDIT NUMBER.....H97000007767

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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Sandra B. Mortham
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May 13, 1997

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: LINELLE BURACK FINE JEWELRY INCORPORATED
REF: W97000010928

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Teresa Brown
Corporate Specialist

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Letter Number: 797A00025400

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

Article I. Name

EFFECTIVE DATE

5-12-97

The name of this Florida corporation is:
Linelle Burack Fine Jewelry Incorporated

Article II. Address

The mailing address of the Corporation is:
Linelle Burack Fine Jewelry Incorporated
110 East Fifth Avenue
Mt. Dora FL 32757

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Linelle R. Burack

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

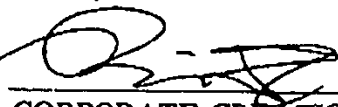
The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 12, 1997.

The undersigned incorporator executed these Articles of Incorporation on May 12, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0886

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**


CORPORATION:

Linelle Burack Fine Jewelry Incorporated

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Corporate Creations Enterprises, Inc.
Brian R. Fons, Vice President**

Date: May 12, 1997

**Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686**

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