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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 07272000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: PAYLESS JEWELRY # 6, INC. AUDIT NUMBER.....H97000011554 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
PAYLESS JEWELRY & G. INC.

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DIVISION OF CORPORATIONS
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ARTICLE I - Name

The name of this Corporation is PAYLESS JEWELRY & G, INC..

ARTICLE II - Duration

This corporation shall exist perpetually.

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 one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:
2690 W. Broward Blvd., Ft. Lauderdale, Fl. 33312 and the name of the
initial registered agent of this corporation is: DAVID R. FARBSTEIN,
his address is 2765 W. Cypress Creek Rd., Ft. Lauderdale, Fl. 33309.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTEIN, ESQ.
2765 W. Cypress Creek Rd.
Ft. Lauderdale, Fl. 33309
Fla. Bar No. 198889
954-977-7801

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ARTICLE VI - Initial Board of Directors

This corporation shall have two (2) Director 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 of this corporation is:

ROBERT A. DIMATTINA 2690 W. Broward Blvd.
Ft. Lauderdale, Fl. 33312

ROBERT B. DIMATTINA 2690 W. Broward Blvd.
Ft. Lauderdale, Fl. 33312

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

ROBERT B. DIMATTINA 2690 W. Broward Blvd.
Ft. Lauderdale, Fl. 33312

ARTICLE VIII - Amendments

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 3^o day of June, 1997.



ROBERT B. DIMATTINA

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, ROBERT B. DIMATTINA, known by me to be the persons who executed the foregoing, known by me to be the persons who executed the foregoing Articles of Incorporation.. Further, said individuals furnished the following type of identification to the undersigned, to-wit: PERSONAL KNOWLEDGE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1^o day of June, 1997.

OFFICIAL NOTARY SEAL
DAVID E FARUSTAIN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC33234
MY COMMISSION EXPIRES 04/15/2000


NOTARY PUBLIC
My Commission Expires:

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**CERTIFICATE DESIGNATING CHANGE OF PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That PAYLESS JEWELRY #6, INC. is qualified to do
business under the laws of the State of Florida with its principal
office at: 2690 W. Broward Blvd., Ft. Lauderdale, Fl. 33312 and has
as appointed DAVID R. FARBSSTEIN, ESQ. of 2765 W. Cypress Creek Rd.,
Ft. Lauderdale, Fl. 33309, County of Broward, State of Florida, as
its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, a place designated in this certificate, I am familiar
with, and hereby accept the duties and responsibilities as registered
agent for said corporation and agree to comply with the provisions of
said Act relative to keeping open said office.


DAVID R. FARBSSTEIN
Resident Agent

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