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Larry Calman
12794 W. Forest Hill Blvd., #5B
Wellington, FL 33414

August 8, 1997

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

RE: WELLINGTON JEWELERS, INC.
ARTICLES OF INCORPORATION
EFFECTIVE DATE: AUGUST 8, 1997

EFFECTIVE DATE
08-08-97

FILED
97 AUG 11 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

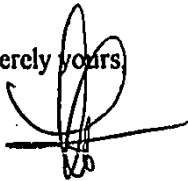
Dear Sir/Madam:

Enclosed for filing, please find the original Articles of Incorporation of WELLINGTON JEWELERS, INC., together with a copy. Also enclosed is a check in the sum of \$122.50 in payment of the filing fee, certified copy and registered agent designation.

Thank you for your assistance.

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-08/11/97--01033--021
***122.50 ***122.50

Sincerely yours



LARRY CALMAN

AUG 12



enclosures

ARTICLES OF INCORPORATION
OF
WELLINGTON JEWELERS, INC.

FILED

97 AUG 11 PM 1:07

CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
08-08-97

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is WELLINGTON JEWELERS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing August 8, 1997.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00 (one dollar).

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each Shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 12794 W. FOREST HILL BLVD., #5B, WELLINGTON, FL 33414, and the name of the initial registered agent of this Corporation at that address is LARRY CALMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this Corporation are:

LARRY CALMAN
11583 LANDING PLACE, N. PALM BEACH, FL 33408

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

LARRY CALMAN
11583 LANDING PLACE, N. PALM BEACH, FL 33408

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

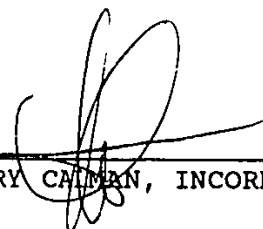
ARTICLE X - AMENDMENT

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

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation, this 8th day of August, 1997.

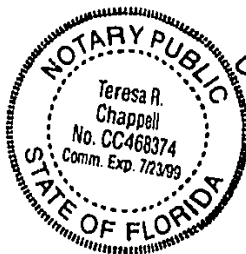


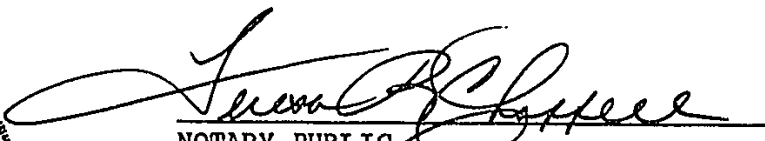
LARRY CALMAN, INCORPORATOR

STATE OF FLORIDA, COUNTY OF PALM BEACH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LARRY CALMAN, personally known to me, or who provided a Florida driver's license as identification, who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of August, 1997.





NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

STATE OF FLORIDA

DEPARTMENT OF STATE

FILED

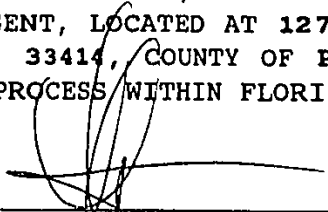
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SE. COUNTY STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

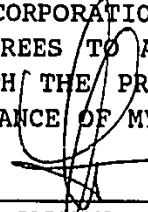
FIRST--THAT WELLINGTON JEWELERS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 12794 W. FOREST HILL BLVD, #5B, WELLINGTON, COUNTY OF PALM BEACH, FLORIDA 33414, HAS NAMED LARRY CALMAN, REGISTERED AGENT, LOCATED AT 12794 W. FOREST HILL BLVD., #5B, WELLINGTON, FL 33414, COUNTY OF PALM BEACH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


LARRY CALMAN, INCORPORATOR

DATE: 8-8-97

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.


LARRY CALMAN
REGISTERED AGENT
DATE: 8-8-97