

P97000086024

TRANSMITTAL LETTER

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

500002310925--4
-10/03/97--01019--003
****122.50 ****122.50

SUBJECT: PAVILIONS PALM BEACH, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50 (Filing Fee & Certified Copy).

FROM:

EUNICE GARDINER

2885 Eagle Lane

West Palm Beach, Florida 33409

Phone: (561) 697-2867

FILED
97 OCT -3 PM 12:16
TALLAHASSEE, FLORIDA

10/16/97

ARTICLES OF INCORPORATION

PAVILIONS PALM BEACH, INC.

FILED
97 OCT -3 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PAVILIONS PALM BEACH, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 2885 Eagle Lane, West Palm Beach, Florida 33409.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing as of the date these articles are filed with the Secretary of State's office.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in the design, purchase, and marketing of fashion jewelry and any other lawful business activity.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2885 Eagle Lane, West Palm Beach, FL 33409, and the name of the initial registered agent of this corporation at that address is EUNICE GARDINER.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is EUNICE GARDINER, 2885 Eagle Lane, West Palm Beach, FL 33409.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: EUNICE GARDINER, 2885 Eagle Lane, West Palm Beach, FL 33409.

ARTICLE IX - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualify:

EUNICE GARDINER: President

CECILLE KENNEDY: Vice-President

JANICE L. HARLEY: Vice-President

HENRY G. GARDINER: Secretary/Treasurer

ARTICLE X - AMENDMENT

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

ARTICLE XI - FISCAL YEAR

This corporation's Fiscal year shall be the calendar year.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of October, 1997.

Eunice Gardiner
EUNICE GARDINER

STATE OF FLORIDA :
COUNTY OF PALM BEACH : SS

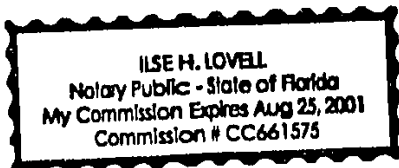
Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared EUNICE GARDINER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of October, 1997.

Ilse H. Lovell
Notary Public, State of Florida

My Commission Expires: 8/25/2001

[NOTARY SEAL]



I do produce Florida Driver
License

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

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance therewith:

That PAVILIONS PALM BEACH, INC. designates the name and address of its registered agent to accept service of process within this State as follows:

Eunice Gardiner
2885 Eagle Lane
West Palm Beach, Florida 33409

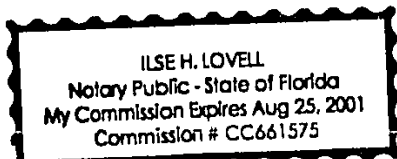
ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated address in this State, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Eunice Gardiner
Eunice Gardiner

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing certificate was sworn to and acknowledged before me this 1st day of October, 1997.



(NOTARIAL SEAL)

Ilse H. Lovell
Notary Public, State of Florida

My Commission expires: 8/25/2001

I O produced: Florida Driver License

FILED
97 OCT -3 PM 12:16
TALLAHASSEE
603A