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CHARLES A. MURRAY, J.D.
ADMITTED IN FL, MD & D.C. BARS

LAW OFFICES
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OF COUNSEL
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FILED
97 NOV 14 AM 8:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

November , 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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Attention: Corporate Division

RE: The Jewelry Exchange of Naples, Inc.

Dear Sirs:

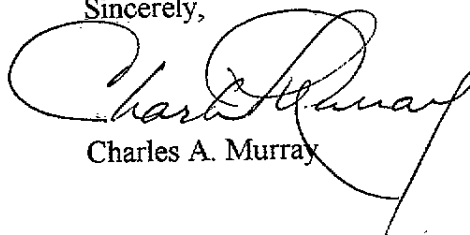
Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$ 35.00 filing fee
\$ 52.50 certified copy
\$ 35.00 registered agent fee

Please certify and return the Articles of Incorporation which we have prepared on corporate (reinforced) paper.

Thank you for your cooperation in this matter.

Sincerely,


Charles A. Murray

F. CHANDLER

NOV 1 9 1997

**ARTICLES OF INCORPORATION
OF
THE JEWELRY EXCHANGE OF NAPLES, INC.**

The undersigned subscribers to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be The Jewelry Exchange of Naples, Inc. The principal place of business of this corporation shall be 2204 Davis Blvd Naples, Florida 34104.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV - ADDRESS

The name and address of the initial registered agent are:

Charles A. Murray, P.A.,
1300 Third Street South
Suite 302 B
Naples, Florida 34102

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial director of the Corporation is as follows:

Brian K. Greenling
5221 Dixie Drive
Naples, Florida 34113

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**ARTICLE VII
GENERAL PROVISIONS**

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the corporation shall have the full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its board of directors.

(c) A director of the corporation of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

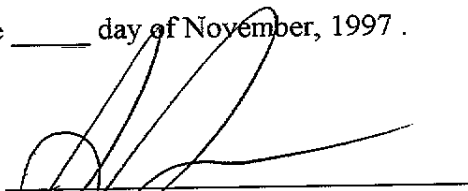
(d) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Brian K. Greenling
5221 Dixie Drive
Naples, Florida 34113

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal the ____ day of November, 1997 .



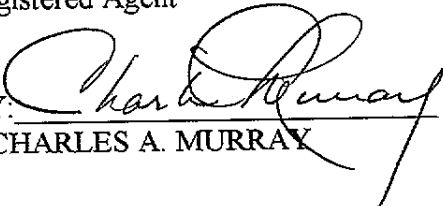
Brian K. Greenling
President

ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent to accept service of process for said corporation, at Suite 302-B, 1300 Third Street South, Naples, Florida 34102, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

CHARLES A. MURRAY, P.A.
Registered Agent

BY:


CHARLES A. MURRAY

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