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November 18, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

RE: KLAUS FINE JEWELRY, INC.

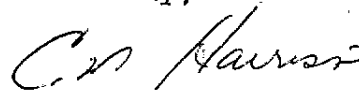
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for KLAUS FINE JEWELRY, INC. Likewise, enclosed is our check in the amount of \$70.00, which represents the filing fee for the Articles and the Registered Agent designation fee.

Pease file these documents and return a copy to us at the above address.

Thank you for your attention to this matter.

Sincerely,



Cynthia W. Harrison
Legal Assistant

cwh

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:29

RP
11-21-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE OF INCORPORATION

OF

KLAUS FINE JEWELRY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation is KLAUS FINE JEWELRY, INC.

ARTICLE II: NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of Fifty Cents (\$.50).

ARTICLE IV: INITIAL CAPITAL

The amount of capital of which this Corporation shall begin business with is Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The initial street address of the principal office of this Corporation is 2441 NW 43 Street, Gainesville, Florida, 32606.

ARTICLE VII: REGISTERED AGENT

The initial registered agent is STARLA BALDUZZI, 2441 NW 43 Street, Gainesville, Florida, 32606.

ARTICLE VIII: DIRECTOR

The Corporation shall have one (1) director initially, whose name and address is as follows:

NAME: STARLA BALDUZZI
ADDRESS: 2441 NW 43 Street
Gainesville, FL 32606

ARTICLE IX: SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAME: STARLA BALDUZZI
ADDRESS: 2441 NW 43 Street
Gainesville, FL 32606

ARTICLE X: OFFICERS

The names and addresses of the initial officers of the Corporation are as follows:

NAME: STARLA BALDUZZI
President, Secretary, Treasurer

ADDRESS: 2441 NW 43 Street
Gainesville, FL 32606

NAME: ALFREDO G. KLAUS, JR.
Vice President

ADDRESS: 2441 NW 43 Street
Gainesville, FL 32606

IN WITNESS WHEREOF, I have set my hand and seal,
acknowledged and filed in the foregoing Articles of
Incorporation, under the laws of the State of Florida, this
21 day of October, 1997.


STARLA BALDUZZI

STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared STARLA BALDUZZI, to me personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me, under oath, that she executed the same for the purposes and intentions therein expressed.

WITNESS my hand and seal in the County and State named above, this 21st day of October, 1997.

Ronald E. Holmes

NOTARY PUBLIC, State of Florida



RONALD E. HOLMES
Comm. No. CC 426315
My Comm. Exp. Dec. 14, 1998
Bonded thru Pichard Ins. Agcy.

97 NOV 19 PM 1:29

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the Corporation is: **KLAUS FINE JEWELRY, INC.**

2. The name and street address of the Registered Agent and Office is: **STARLA BALDUZZI, 2441 NW 43 Street, Gainesville, Florida, 32606.**

HAVING BEEN NAMED as the Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this Certificate, 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 the proper and complete performance of my duties, and I am familiar with, and accept, the obligations of my position as Registered Agent.

DATED this 21 day of October, 1997.


STARLA BALDUZZI