CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Art of Inc. File Photo LTD Partnership File_____ Foreign Corp. File_____ L.C. File_ Fictitious Name File_____ Trade/Service Mark_____ Merger File_ Art. of Amend. File_____ RA Resignation Dissolution / Withdrawal_____ Annual Report / Reinstatement_____ Cert. Cony____ Photo Copy___ Certificate of Good Standing____ Certificate of Status_ Certificate of Fictitious Name_c Corp Record Search_ Officer Search_ Fictitious Search_ Fictitious Owner Search Signature Vehicle Search Driving Record_ UCC 1 or 3 File Requested by: UCC 11 Search___ Name UCC 11 Retrieval_ Will Pick Up . Walk-In _ Courier_

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ARTICLES OF INCORPORATION OF

JEWELRY CENTER OF ITALY, INC.

ARTICLE 1

NAME

The name of this Corporation is JEWELRY CENTER OF ITALY, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 10018 W. McNab Road, Suite 129, Tamarac, FL 33321.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be, 10018 W. McNab Road, Suite 129, Tamarac, FL 33321.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to, retail and wholesale jewelry sales, manufacturing and repairs. and any and all business activities related thereto.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 10018 W. McNab Road, Suite 129, Tamarac, FL 33321, and the name of the initial registered agent of this Corporation at that address is MARIO TOSCANO.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is MARIO TOSCANO, whose address is 10018 W. McNab Road, Suite 129, Tamarac, FL 33321.

ARTICLE 9

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

ARTICLE 10

INDEMNIFICATION

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

ARTICLE 11

MEETINGS BY TELECONFERENCING

Any and all meetings of the Directors or officers may be attended in person or by telephone or other form of electronic conferencing.

The undersigned Incorporator has executed these Articles of Incorporation this day of May, 1998.

MARIO TOSCANO, Incorporator

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DESIGNATION OF REGISTERED AGENT

FOR

JEWELRY CENTER OF ITALY, INC.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

JEWELRY CENTER OF ITALY, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named, MARIO TOSCANO, whose address is 10018 W. McNab Road, Suite 129, Tamarac, FL 33321, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.

MARIO TOSCANO