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May 11, 1998

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

400002523164-4  
-05/14/98-01043-008  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Designer Jewelry Corp.**

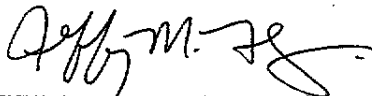
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation along with our check for \$122.50 for the filing fees. Please file the Articles and advise.

Thank you for your cooperation in this matter.

Sincerely yours,

CARLOS & WILLIARD, PA.



JEFFREY M. FLANAGAN

/ddb  
Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-15-98

## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: DESIGNER JEWELRY CORP.
2. The mailing address for the corporation shall be 12217 South Dixie Highway, Miami, Florida 33156.
3. The period of its duration is perpetual.
4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.
5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
6. The address of its initial registered office is 999 Ponce De Leon Blvd., Suite 1000, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is JEFFREY M. FLANAGAN.
7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

<u>NAME</u>	<u>ADDRESS</u>
SUSAN BLANCHARD	12217 So. Dixie Highway Miami, Florida 33156
8. The name and address of the Incorporator is:	
<u>NAME</u>	<u>ADDRESS</u>
JEFFREY M. FLANAGAN	999 Ponce de Leon Blvd. Suite 1000 Coral Gables, Florida 33134

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9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized

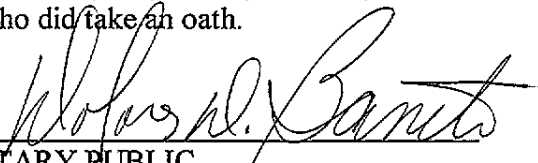
(and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

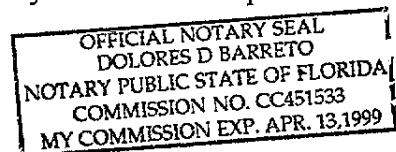
DATED this 11<sup>th</sup> day of May, 1998.

  
JEFFREY M. FLANAGAN  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged by me this 11th day of May, 1998, by JEFFREY M. FLANAGAN, who is personally known to me, and who did take an oath.

  
NOTARY PUBLIC  
State of Florida at large  
My Commission Expires:



**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 Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that DESIGNER JEWELRY CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 12217 South Dixie Highway, Miami, County of Miami-Dade, State of Florida, has named JEFFREY M. FLANAGAN, 999 Ponce De Leon Blvd., Suite 1000, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
JEFFREY M. FLANAGAN

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