

5/27/98

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: JEWELRY CLOSEOUT INC.

AUDIT NUMBER.....H98000009873

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(4)

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98 MAY 27 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
OF
JEWELRY CLOSEOUT INC.**

ARTICLE I - NAME

The name of this corporation is JEWELRY CLOSEOUT INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business dealing with jewelry.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.05 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT;
PLACE OF BUSINESS**

The street address of the initial principal office of this corporation is One Northeast First Street, Suite L1 Miami, Florida 33132, and the name of the initial registered agent of this corporation at that address is Joel Rzepko.

This document prepared by:
LAW OFFICES OF REBECCA NACHLAS
155 South Miami Avenue, PH 1
Miami, Florida 33130
(305) 358-0970
Fla. Bar No. 868450

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME

ADDRESS

Joel Rzepko
Scott Rzepko

One Northeast First Street, Suite L1, Miami, FL 33132
One Northeast First Street, Suite L1, Miami, FL 33132

ARTICLES VIII - INCORPORATORS

The name and address of the incorporator of these articles is:

NAME

ADDRESS

Joel Rzepko

One Northeast First Street, Suite L1, Miami, FL 33132

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber(s) has
executed these Articles of Incorporation on this 21 day of
May, 1998.


JOEL RZEPKO
INCORPORATOR


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OATH OF REGISTERED AGENT

The Registered Agent states:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.



JOEL RZEPKO
One Northeast First Street, Suite L1
Miami, Florida 33132
(305) 377-8020
REGISTERED AGENT


98 MAY 27 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOEL RZEPKO, who is personally known to me and acknowledged before me that he accepts the duties and responsibilities of registered agent for JEWELRY CLOSEOUT.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21 day of May, 1998.



Notary Public

My Commission Expires:



Rebecca Necham
My Commission C0830003
Expires April 08, 2001

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