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May 27, 1998

Corporate Records Bureau Divisions of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32314

6-1-98

900002539179--9 -05/28/98--01064--012 ****122.50 ****122.50

RE: Accent Jewelers, Inc.

Gentlemen:

Enclosed herewith please find two (2) originals of Articles of Incorporation for the above corporation. Also enclosed is our check, in the amount of \$122.50, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

TOTAL FEES

\$122.50

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

David B. Spiegel

% A-1 Accounting Enterprises, Inc.

David B. Spengel

200 S. Washington Blvd., Suite #10

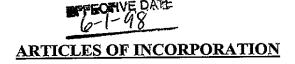
Sarasota, FL 34236

Enclosures

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OF

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCENT JEWELERS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall by Accent Jewelers, Inc. The principal place of business of this corporation shall be: 2609 Mall Drive, Sarasota, FL 34231.

ARTICLE II - PURPOSE(S)

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE IV - EXISTENCE

The effective date of this corporation shall be June 1, 1998 and this corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

NAME

Judy B. Meredith

ADDRESS

8648 Dunmore Drive Sarasota, FL 34231

Brandy S. Wade

8648 Dunmore Drive Sarasota, FL 34231

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 S. Washington Blvd, Ste 10, Sarasota, Fl 34236 and the name of the initial registered agent of this corporation at that address is Jazmyn K. DeCos.

ARTICLES VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation is(are): Jazmyn K. DeCos, 200 S. Washington Blvd, Ste 10, Sarasota, FL 34236.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the un	dersigend:	incorpor	rator(s) has	(have) executed
these Articles of Incorporation this	27	day of	may	_, 19 <u>98</u>

Signature(s) of Incorporator(s)

Annua K. OcCos

COUNTY OF SARRSOLA	-
THE FOREGOING instrument was a this 27 day of May,	acknowledged and sworn to before me 19 <u>98</u> , by <u>Jazmyn</u> K. DeCos
of Accent Jewelers, Inc.	Notary Public Public
(SEAL)	My Commission Expires:
VINCENT MESSINA COMMISSION # CC 476170 EXPRES JUL 24, 1999 BONDED THRU ATLANTIC BONDING CO., INC.	

CONSENT OF RESIDENT AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

DeCos

98 MAY 28 MM 9: 22
SECRETARY OF STATE
TALLAHASSEE