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ELIO'S FINE JEWELRY, INC.  
313 1/2 WORTH AVENUE  
PALM BEACH, FL 33480

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

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-09/14/98--01037--012  
\*\*\*\*122.50 \*\*\*\*122.50

SEPTEMBER 7, 1998

RE: ELIO'S FINE JEWELRY, INC.

GENTLEMEN:

ENCLOSED ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION,  
TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50 REPRESENTING THE PAYMENT  
OF THE FOLLOWING FEES:

FILING FEE	\$35.00
REGISTERED AGENT DESIGNATION	\$35.00
CERTIFIED COPY OF ARTICLES OF INCORPORATION	\$52.50
AMOUNT ENCLOSED	\$122.50

PLEASE ADDRESS ALL CORRESPONDENCE TO THE FOLLOWING ADDRESS UNTIL  
FURTHER NOTICE:

ELIO'S FINE JEWELRY, INC.  
313 1/2 WORTH AVENUE  
PALM BEACH, FL 33480

PHONE: (561) 833-6660

SINCERELY

ALIO GASBARRO  
PRESIDENT

P. Hall

SEP 17 1998

FILED  
98 SEP 14 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
ELIO'S FINE JEWELRY, INC.

FILED  
98 SEP 14 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I – Corporation Name

The name of the corporation is:  
ELIO'S FINE JEWELRY, INC.

ARTICLE II – Mailing Address

The mailing address of the Corporation is 313 1/2 WORTH AVENUE  
PALM BEACH, FL 33480

ARTICLE III – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV – Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted now or hereafter conferred by the laws of the United States of America and the State of Florida.

ARTICLE V – Capital Stock

The corporation is authorized to issue ten thousand shares (10,000)  
of one cent (\$0.01) par value Common Stock, which shall be  
designated "Common Shares."

ARTICLE VI – Preemptive Rights

Every shareholder, 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 the issuance of fractional shares) at the price at which it is offered to others. Additionally, each shareholder shall have the right, before the stock is offered to non shareholders, to purchase the offering shareholder's shares at the price at which it is offered to others.

ARTICLE VII – Initial Registered Office and Agent

The name and street address of the Initial Registered Agent of this Corporation is:

Robert W. Slater, CPA  
214 Brazilian Avenue Ste. 221  
Palm Beach Florida 33480

ARTICLE VIII – Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Alio Gasbarro  
313 1/2 Worth Avenue  
Palm Beach Florida 33480

ARTICLE IX – By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – Effective Date

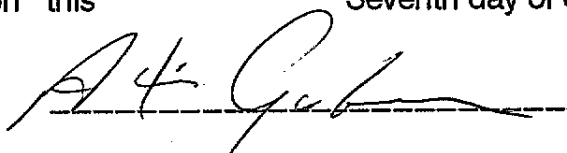
The effective date for these Articles of Incorporation shall be the date processed and accepted at the Florida Department of State – Division of Corporations.

ARTICLE XI – Incorporator

The name and address of the person signing these Articles of Incorporation is as follows:

Alio Gasbarro  
313 1/2 Worth Avenue  
Palm Beach Florida 33480

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this Seventh day of September, 1998

 (Seal)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Alio Gasbarro known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

(Notary Seal)

**My commission expires:**



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED  
98 SEP 14 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the Corporation is:

ELIO'S FINE JEWELRY, INC.

In accordance with Florida Statutes Sections 48.091 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

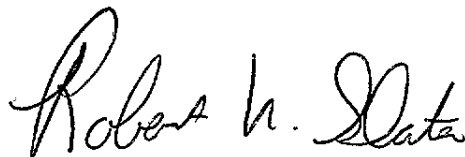
214 Brazilian Avenue Ste. 221  
Palm Beach, FL 33480

has named Robert W. Slater, CPA

located at the above address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office, and further state I am familiar with and accept the obligations of my position as registered agent.



Registered Agent