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98 SEP 14 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 10, 1998

Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

UPS EXPRESS

ATTENTION: DIVISION OF CORPORATIONS

400002638354--3  
-09/14/98--01078--017  
\*\*\*122.50 \*\*\*122.50

Re: Jewelry Plus, Inc.

Dear Sir:

Enclosed herewith please find an original and one(1) copy of Articles of Incorporation for Jewelry Plus, Inc., along with our check of \$122.50, which represents:

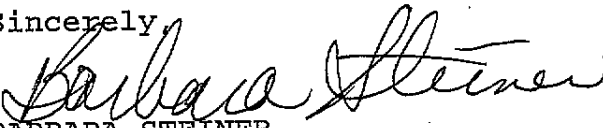
1. Filing fees	35.00
2. Certified copy	52.50
3. Registered Agent	<u>35.00</u>

\$122.50

Please return a certified copy to this office by express mail. A UPS Express envelope and prepaid, self-addressed return label are enclosed.

Thank you.

Sincerely,

  
BARBARA STEINER  
Legal Assistant

encl.

ARTICLES OF INCORPORATION

OF

JEWELRY PLUS, INC.

ARTICLE I - NAME

The name of this corporation is JEWELRY PLUS, INC., whose principal office or mailing address is 3352 Sterling Lane, Orlando, Florida 32817.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE 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 issuance of fractional shares) at the price at which it is offered to

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others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3352 Sterling Lane, Orlando, Florida 32817, and the name of the initial registered agent of this corporation at that address is Jean Marie Przecławski.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one(1). The name and address of the initial director of this corporation is:

Jean Marie Przecławski  
3352 Sterling Lane  
Orlando, Florida 32817

Gail Silver  
8 Fabrow Drive  
Mercerville, New Jersey 08060

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Jean Marie Przecławski  
3352 Sterling Lane  
Orlando, Florida 32817

ARTICLE IX - BYLAWS

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

ARTICLE X - AMENDMENT

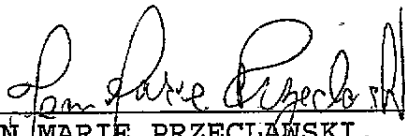
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 11<sup>th</sup> day of

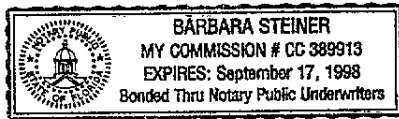
Sept, 1998.

  
JEAN MARIE PRZECŁAWSKI,  
Subscriber

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me  
this 14th day of Sept., 1998, by JEAN MARIE  
PRZECLAWSKI, who is personally known to me or who has produced a  
driver's license as identification.



Barbara Steiner  
Notary Public  
My commission expires:  
(SEAL)

Having been named registered agent to accept service of  
process for the above-stated corporation, at the place designated  
in the articles, I hereby accept to act in this capacity, and  
agree to comply with the provisions of the Florida Statutes in  
all matters relative thereto.

Jean Marie Przeclawski  
JEAN MARIE PRZECLAWSKI, Registered  
Agent

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