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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

JEWELRY CLOSEOUT OF SAWGRASS INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 26, 1998

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SUBJECT: JEWELRY CLOSEOUT OF SAWGRASS INC.
REF: W98000024243

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

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JEWELRY CLOSEOUT OF SAWGRASS 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 at the retail level.

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 registered office of this corporation is 169 E. Flagler Street Suite 1022, Miami, Florida 33131 and the principal place of business is 4400 King Palm Drive, Tamarac, Florida 33319, and the name of the initial registered agent of this corporation is Joel Rzepko at 169 E. Flagler Street Suite 1022, Miami, Florida 33131.

This document prepared by:
LAW OFFICES OF REBECCA NACHLAS
999 Brickell Avenue, Suite 500
Miami, Florida 33131
(305) 358-0970
Fla. Bar No. 868450

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE 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
Susan Goldman

169 E. Flagler Street Suite 1022, Miami, FL 33131
169 E. Flagler Street Suite 1022, Miami, FL 33131
4400 King Palm Drive, Tamarac, Florida 33319

ARTICLES VIII - INCORPORATORS

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

NAME

ADDRESS

Joel Rzepko

169 E. Flagler Street Suite 1022, Miami, FL 33131

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

October, 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
169 E. Flagler Street, Suite 1022
Miami, Florida 33131
(305) 377-8020
REGISTERED AGENT

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 OF SAWGRASS INC.

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



Notary Public

My Commission Expires:



Rebecca Noel
My Commission Expires April 06, 2001

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