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LAW OFFICES OF REBECCA

NACHLAS STATE
TALLAHASSEE, FLORIDA

P 98000 D91197

September 1, 1999

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-09/07/99-01112-012

*****87.50 *****43.75

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF:

- a) JEWELRY CLOSEOUT, INC.
- b) JEWELRY CLOSEOUT OF SAWGRASS, INC.

AND REQUEST FOR CERTIFIED COPIES

Dear Sir or Madam:

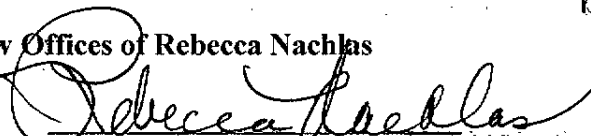
Please find enclosed herewith the Articles of Amendment to the Articles of Incorporation for the two Florida corporations described above together with a check in the amount of \$87.50 representing the filing fees for the filing of both Articles of Amendments (\$35.00 x 2) and the fees for a certified copy of the corporate records (Articles of Incorporation and all Articles of Amendment thereto including those filed herein) for each of the corporations (\$8.75 x 2). Accordingly, please process the enclosed Articles of Amendments to Articles of Incorporation for both corporations as soon as possible and immediately thereafter forward a certified copy of the Articles of Incorporation and all Amendments thereto including those filed herein for each corporation to me at my office as soon as possible.

Thank you for your immediate attention to this matter.

Very truly yours,

Law Offices of Rebecca Nachlas

By:


Rebecca Nachlas, Esq.

Amend
9-15-99
RNS

enclosures:

Articles of Amendment to Articles of Incorporation (original for Jewelry Closeout, Inc.)
Articles of Amendment to Articles of Incorporation (original for Jewelry Closeout of
Sawgrass, Inc.)
\$87.50 check

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JEWELRY CLOSEOUT OF SAWGRASS, INC.

FILED

99 SEP -7 AM 8:45

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VI – PLACE OF BUSINESS AND REGISTERED OFFICE AND AGENT

The street address of the principal place of business is 2612 Sawgrass Mills Circle, Space 1511-24, Sunrise, Florida 33323, and the name and address of the registered agent of this corporation is Joel Rzepko whose address is 169 E. Flagler Street, Suite 1022, Miami, Florida 33131.

ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS

This corporation shall have THREE directors constituting the Board of Directors. The number of directors may be either increased or decreased from time to time pursuant to the By-Laws. The names and addresses of the persons who are to serve as the Board of Directors of this corporation until successors are elected and shall qualify are:

Joel Rzepko at 169 E. Flagler Street, Suite 1022, Miami, Florida 33131;

Scott Rzepko at 2612 Sawgrass Mills Circle, Space 1511-24, Sunrise, Florida 33323; and

Susan Goldman at is 2612 Sawgrass Mills Circle, Space 1511-24, Sunrise, Florida 33323.

The names and addresses of the Officers of this corporation are as follows:

President:

Scott Rzepko at 2612 Sawgrass Mills Circle, Space 1511-24, Sunrise, Florida 33323;

Vice President:

Susan Goldman at 2612 Sawgrass Mills Circle, Space 1511-24, Sunrise, Florida 33323; and

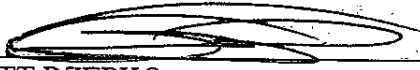
Secretary:

Joel Rzepko at 169 E. Flagler Street, Suite 1022, Miami, Florida 33131.

SECOND: The date of each amendment's adoption: March 1, 1999.

THIRD: That the foregoing Articles of Amendment to Articles of Incorporation were duly approved by the Board of Directors and the shareholders at the annual shareholders meeting on March 1, 1999 which was properly noticed pursuant to Florida Statute Section 607. The number of votes cast in favor of approval of the Articles of Amendment to Articles of Incorporation was sufficient for approval of same.

SIGNED this 1 day of September, 1999.



SCOTT RZEPKO
President of Jewelry Closeout of Sawgrass, Inc.

This document prepared by:
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Miami, Florida 33131
(305) 358-0970