

David Torchin, C.P.A., P.A.

Certified Public Accountant

8211 West Broward Boulevard, Suite 200
Plantation, Florida 33324
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a professional association

P98000097953

November 14, 1998.

**Division of Corporations
P.O. Box 1500
Tallahassee, FL 32302-1500**

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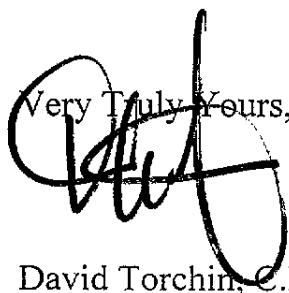
RE: Jewelers Financing, Inc.

Dear Sir/Madam;

Enclosed please find a check made to the Secretary of State for \$78.75 for filing of the enclosed articles of incorporation and a certificate of status. Please return them to the following address as soon as possible. Thank You.

David Torchin, C.P.A., P.A.
8211 West Broward Blvd.
Suite 200
Plantation, FL 33324-2726

Very Truly Yours,



David Torchin, C.P.A.

FILED
98 NOV 17 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11/23

ARTICLES OF INCORPORATION
OF

Jewelers Financing, Inc.

FILED
98 NOV 17 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

Jewelers Financing, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

Mailing Address:

**36 N.E. 1st Street, Suite 601
Miami, FL 33132**

**36 N.E. 1st Street, Suite 601
Miami, FL 33132**

Phone Number: **(305) 379-5202**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares (1000.) at One Dollar (\$1.00) par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

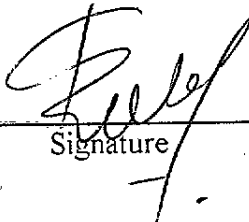
**Robert Waknine
36 N.E. 1st Street, Suite 601
Miami, FL 33132**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporators to these Articles of incorporation and the office each shall hold is(are):

President
Robert Waknine
36 N.E. 1st Street, Suite 601
Miami, FL 33132

The undersigned incorporator(s) has(have) executed these Articles of Incorporation th 12 day of
November, 1998



Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


Jewelers Financing, Inc.

2. The name and address of the registered agent and office is:

Robert Waknine
36 N.E. 1st Street, Suite 601
Miami, FL 33132

FILED
98 NOV 17 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature

11/12/98
Date