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FILED

99 MAR 11 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
March 10, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
TALLAHASSEE, FLORIDA 32314

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-03/11/99--01049--010
***122.50 ***78.75

RE: BEVERLY HILLS GEM & JEWELRY GALLERY, INC.
ARTICLES OF INCORPORATION

EFFECTIVE DATE

4-1-99

Please find enclosed a check in the amount of \$122.50 for filing fees, registered agent fee, and certified copy of Articles of Incorporation for the above-referenced Florida Corporation. Also enclosed are original of Articles of Incorporation for BEVERLY HILLS GEM & JEWELRY GALLERY, INC.

Please advise when the Articles have been filed, and return the certified copy of the Articles to the herein referenced Registered Agent.

Sincerely,



ROBERT R. TODD
Incorporator

P Hall

MAR 16 1999 ✓

ARTICLES OF INCORPORATION

OF

BEVERLY HILLS GEM & JEWELRY GALLERY, INC.

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ARTICLE I - NAME

The name of the Corporation shall be BEVERLY HILLS GEM & JEWELRY GALLERY, INC., a Florida Corporation.

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - POWERS

This Corporation shall have all of the powers enumerated in the "Florida General Corporation Act", (Chapter 607, Florida Statutes).

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of voting common stock (one thousand shares), with a par value of \$1.00 (one dollar) per share.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the common stock of the Corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be afixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first 100 shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is;

2044 CONSTITUTION BOULEVARD
SARASOTA, FLORIDA 34231

and the name of the initial registered agent of this Corporation at that address is

ROBERT R. TODD

ARTICLES OF INCORPORATION

BEVERLY HILLS GEM & JEWELRY GALLERY, INC.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two 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. The names of the initial directors of this Corporation are:

ROBERT E. COLBY, JR.
ROBERT R. TODD

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is

ROBERT R. TODD
2044 CONSTITUTION BOULEVARD
SARASOTA, FLORIDA 34231

ARTICLE IX - CORPORATION'S PRINCIPAL OFFICE

The principal office of this corporation will be as follows:

2044 CONSTITUTION BOULEVARD
SARASOTA, FLORIDA 34231

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION

BEVERLY HILLS GEM & JEWELRY GALLERY, INC.

ARTICLE XI - OFFICERS

The initial officers of this Corporation are as follows:

PRESIDENT	ROBERT E. COLBY, JR.
TREASURER	ROBERT E. COLBY, JR.
VICE-PRESIDENT	ROBERT R. TODD
SECRETARY	ROBERT R. TODD

ARTICLE XII - CORPORATE EXISTENCE

The Corporation will begin existence on April 1, 1999,
and continue until dissolved as provided by law.

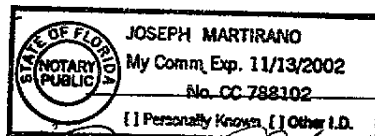
THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES
OF INCORPORATION ON THIS 10 DAY OF MARCH, 1999



ROBERT R. TODD
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF SARASOTA)

In my presence on March 10, 1999 appeared ROBERT R.
TODD, known to be the person described as the
Incorporator, who executed the foregoing Articles of
Incorporation, and said person did acknowledge subscribing
to the same.



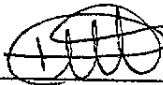
Driver's license provided for
identification.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
BEVERLY HILLS GEM & JEWELRY GALLERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named Corporation, at the place designated in the Corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: MARCH 10, 1999


ROBERT R. TODD
Registered Agent for
Beverly Hills Gem &
Jewelry Gallery, Inc.