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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 PM 3:05

BELOFF & SCHWARTZ
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April 20, 1999

Secretary of State
Division of Corporations
Attention: New Filings
P.O. Box 6327
Tallahassee, FL 32314

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-04/22/99--01071--014
*****78.75 *****78.75


Re: Articles of Incorporation
41st Street Diamond and Jewelry Exchange, Inc.

Dear New Filings Department:

Enclosed herewith please find an original and one copy of the captioned Articles of Incorporation for filing. Please return a copy stamped filed in the self-addressed stamped envelope provided herewith. Additionally, I am enclosing our firm's check payable to the Secretary of State in the amount of \$78.75 for filing fees.

Thank you for your prompt attention to the filing of the Articles of Incorporation.

Sincerely,


Donna Golden
Legal Assistant

Enclosure (Articles, check and envelope)

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**ARTICLES OF INCORPORATION
OF
41ST STREET DIAMOND & JEWELRY EXCHANGE, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be: *41ST STREET DIAMOND & JEWELRY EXCHANGE, INC.*

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: *524 Arthur Godfrey Road, Suite 302, Miami Beach, Florida 33140.*

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

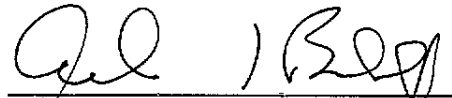
ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this corporation in the State of Florida is: *524 Arthur Godfrey road, Suite 302, Miami Beach, Florida 33140.* The initial Registered Agent of this Corporation at that address shall be *Jonathan D. Beloff.*

ARTICLE V
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: ***Jonathan D. Beloff, 1688 Meridian Avenue, Suite 610, Miami Beach, Florida 33139.***

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 20th day of April, 1999.



Jonathan D. Beloff, Incorporator

THE UNDERSIGNED, named as the Registered Agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Jonathan D. Beloff, Registered Agent

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