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April 29, 1999

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-05/10/99--01117--008
****122.50 *****18.75

SECRETARY OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: UNITED WHOLESALE JEWELRY, INC.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with my office check #30564 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,

Jerome L. Teppes, Esq.

FILED
99 MAY 10 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JLT/ps
Enclosures: as noted

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APR 5/13

ARTICLES OF INCORPORATION OF
UNITED WHOLESALE JEWELRY, INC.

FILED
99 MAY 10 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is UNITED WHOLESALE JEWELRY,
INC.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with
the Secretary of State. This corporation shall have perpetual
existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be
incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of
\$.10 par value common stock.

ARTICLE V

CORPORATE OFFICE

The address of the corporate office is 3907 North Federal Highway, Suite B-117, Pompano Beach, Florida 33064 or as otherwise reflected in the annual report.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3907 North Federal Highway, Suite B-117, Pompano Beach, Florida 33064 and the name of the initial Registered Agent of this corporation at that address is Peter Kobler.

ARTICLE VII

INITIAL BOARD OF DIRECTOR/INCORPORATOR

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
PETER KOBLER	3907 North Federal Highway Suite B-117 Pompano Beach, Florida 33064

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of April, 1999.


PETER KOBLER

STATE OF NEW YORK)
COUNTY OF Nassau

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PETER KOBLER known to me and known by me or who produced Driver's license as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 20 day of April, 1999.


Notary Public/State of New York

my commission expires:

VERONICA BRENNAN
Notary Public, State of New York
No. 30-4732379
Qualified in Nassau County
Commission 7-31-2000

FILED
99 MAY 10 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

UNITED WHOLESALE JEWELRY, INC. desires to organize under the
Laws of the State of Florida with its registered office as
indicated in the Articles of Incorporation at 3907 North Federal
Highway, Suite B-117, Pompano Beach, Florida 33064 and has named
PETER KOBLER located at 3907 North Federal Highway, Suite B-117,
Pompano Beach, Florida 33064 as its Agent to accept service of
process within this State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said
office.


PETER KOBLER