

LAW OFFICES  
**WEINER, CUMMINGS & VITTORIA**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
4TH FLOOR  
1428 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
93 JUN -1 PM 2:34

WEINER & CUMMINGS, P.A.  
LAWRENCE WEINER\*  
PAUL M. CUMMINGS\*\*

JANE M. WEINER\*\* OF COUNSEL  
BETH M. MOSKOWITZ\*\*\*\*\*

THEODORE J. VITTORIA, JR., P.C.  
THEODORE J. VITTORIA, JR.\*\*\*  
JAMES A. PURDY\*\*\*\*

\* ADMITTED IN FL AND PA ONLY

\*\* ADMITTED IN FL ONLY

\*\*\* ADMITTED IN NY ONLY

\*\*\*\* ADMITTED IN NY AND TN ONLY

\*\*\*\*\* ADMITTED IN FL, IL AND KY ONLY

Florida Department of State  
Corporate Records  
P. O. Box 6327  
Tallahassee, Florida 32314

May 19, 1999

TELEPHONE  
(305) 371-7800  
FACSIMILE  
(305) 371-3226

NEW YORK OFFICE:  
ROCKEFELLER CENTER  
630 FIFTH AVENUE  
NEW YORK, NY 10111  
(212) 489-8104

Re: SNOW'S VILLAGE JEWELERS II, INC.

300002890653--2  
-06/01/99--01047--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed for filing is an original and one copy of the Articles of Incorporation (effective date May 25, 1999) for the above Florida corporation, together with an executed Designation of Registered Agent Form and Consent by Existing Corporation.

Upon filing, please forward to us a certified copy of the Articles of Incorporation together with the Certificate of Incorporation.

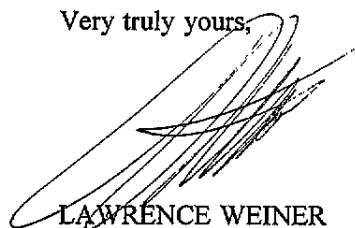
Also enclosed is a check in the amount of \$78.75 for payment of the following fees:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Resident Agent Designation Form	\$35.00
Total	<hr/> \$78.75

If for any reason the above Articles may not be filed as submitted, please contact the undersigned.

Thank you for your cooperation.

Very truly yours,

  
LAWRENCE WEINER

LW:gsm  
enclosures

*Same people have*  
#343076

D BROWN JUN - 1 1999

**SNOW'S VILLAGE JEWELERS II, INC.**

**ARTICLES OF INCORPORATION**

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DIVISION OF CORPORATIONS  
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The undersigned, desiring to incorporate a corporation under the provisions of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is:

**SNOW'S VILLAGE JEWELERS II, INC.**

2. The principal office address of the Corporation is: **6837 Main Street, #107-N, Miami Lakes, Florida 33014.**

3. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is **Three Thousand (3,000)** shares of common stock having a par value of **ONE and 00/100 Dollars (\$1.00)** each.

4. There shall be no preemptive rights with respect to any shares of stock of the Corporation.

5. The initial registered office of the Corporation shall be located at **6837 Main Street, #107-N, Miami Lakes, Florida 33014**, and the initial Registered Agent shall be **GARY J. SNOW**.

6. The name and address of the sole incorporator hereof is:

Name

Address

**Gary J. Snow**

**6837 Main Street, #107-N  
Miami Lakes, Florida 33014**

7. The initial Board of Directors shall be comprised of Two (2) members. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than One (1).

The names and addresses of the initial Directors are:

Name

Address

**Gary J. Snow  
6837 Main Street, #107-N  
Miami Lakes, Florida 33014**

**Ida Snow  
6837 Main Street, #107-N  
Miami Lakes, Florida 33014**

8. The general nature of the business to be transacted by the Corporation shall be to engage in and to do any lawful act permitted under the laws of the United States of America and of the State of Florida.

9. The term for which the Corporation is to exist is perpetual.

10. The formation of the Corporation shall be effective as of the date of execution hereof.

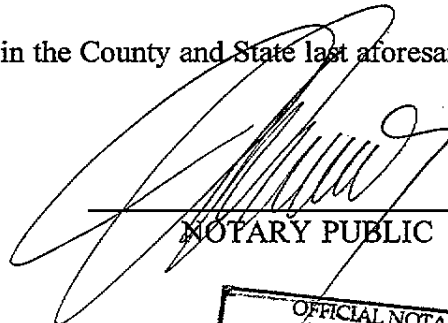
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 25<sup>th</sup> day of May, 1999.

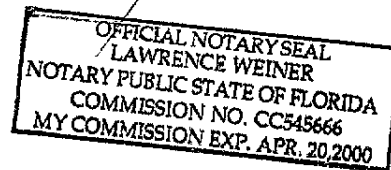
  
\_\_\_\_\_  
GARY J. SNOW

STATE OF FLORIDA                     )  
  )  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority, personally appeared **GARY J. SNOW**, who, upon being first duly sworn, acknowledged that he executed the foregoing document freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of May, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC

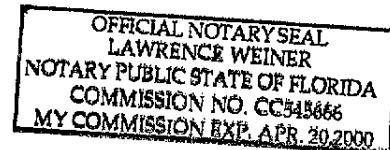


KNOW ALL MEN BY THESE PRESENTS THAT the undersigned, **SNOW'S VILLAGE JEWELERS, INC.**, a Florida Corporation, hereby consents to the formation of a new Florida corporation by Gary J. Snow, as Incorporator, under the name of "Snow's Village Jewelers II, Inc."

Gary J. Snow, President

[illegible]

\_\_\_\_\_  
Notary Public, State of Florida



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to the provisions of Section 607.325, 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: **SNOW'S VILLAGE JEWELERS II, INC.**
2. The name and address of the registered agent and office is:

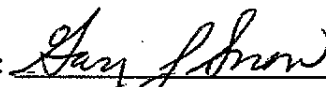
**GARY J. SNOW  
6837 Main Street, #107-N  
Miami Lakes, Florida 33014**

SIGNATURE:   
(corporate officer)

TITLE: Incorporator

DATE: May 25, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:   
**GARY J. SNOW**

DATE: May 25, 1999

REGISTERED AGENT FILING FEE: \$35.00