

* Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
Account Number : I19990000133
Phone : (904) 354-2050
Fax Number : (904) 354-5842

FLORIDA PROFIT CORPORATION OR P.A.**Reflections Jewelry, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION
OF
REFLECTIONS JEWELRY, INC.

ARTICLE I.

NAME

The name of this corporation is "Reflections Jewelry, Inc."

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 7014 AC Skinner Parkway, Suite 290, Jacksonville, Florida 32256.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated

Prepared by John D. Milton, Jr., Esq.
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as "Common Shares." Of the Ten Thousand (10,000) shares of Common Shares authorized, One Thousand (1,000) shall be voting shares ("Voting Common Shares") and Nine Thousand (9,000) shares shall be non-voting shares ("Non-Voting Common Shares"). Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 7014 AC Skinner Parkway, Suite 290, Jacksonville, FL 32256, and the name of the initial registered agent of this corporation at that address is Charles F. Drayton. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Charles F. Drayton

ADDRESS

7014 AC Skinner Parkway
Suite 290
Jacksonville, FL 32256

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by

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them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 8th day of July, 1999.


Charles F. Drayton
Incorporator

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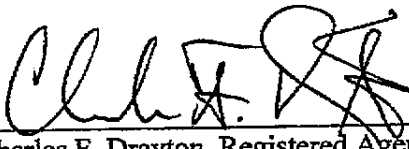
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
REFLECTIONS JEWELRY, INC.**

Pursuant to Section 607.0501, Florida Statutes (1997), Charles F. Drayton, located at 7014 AC Skinner Parkway, Suite 290, Jacksonville, Florida, 32256, having been named as registered agent to accept service of process upon Reflections Jewelry, Inc., at 7014 AC Skinner Parkway, Suite 290, Jacksonville, Florida, 32256, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 8th day of July, 1999.


Charles F. Drayton, Registered Agent

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