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Charlene Hudson
Nora Rowsey
8229 Hidden Lake Drive, N.
Jacksonville, FL 32216

August 9, 1999

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed you will find our Articles of Incorporation and Designation of Registered Agent for our new Florida Profit Corporation. Also, please find enclosed a personal check in the amount of \$70.00, for our filing fee.

Thank you in advance.

Sincerely,

Nora K. Rowsey
Charlene Hudson

Nora K. Rowsey
Charlene Hudson

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8-16-99
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ARTICLES OF INCORPORATION

OF

XCARET, Fine Jewelry, Incorporated

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is XCARET, Fine Jewelry, Incorporated (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principle office of this Corporation is 8229 Hidden Lake Drive, North, Jacksonville, Florida 32216, and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The names and street addresses of the Incorporators of this Corporation are:

Nora K. Rowsey
390 A1A Beach Blvd., #59
St. Augustine Beach, Florida 32084

Charlene Hudson
8229 Hidden Lake Drive, N.
Jacksonville, Florida 32216

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Nora K. Rowsey
Secretary/Treasurer:	Charlene Hudson

ARTICLE 6 - DIRECTOR(S)

The Directors of the Corporation shall be:

Nora K. Rowsey
Charlene Hudson

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owners thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE & REGISTERED AGENT

The initial address of registered office of this Corporation is XCARET, Fine Jewelry, Incorporated, Chartered doing business as retail/wholesale jewelry and gifts, located at 8229 Hidden Lake Drive, N., Jacksonville, Florida 32216. The name and address of the registered agent of this Corporation is Nora K. Rowsey, Chartered doing business as XCARET, Fine Jewelry, Incorporated, 390 A1A, Beach Boulevard, St. Augustine Beach, Florida 32084.

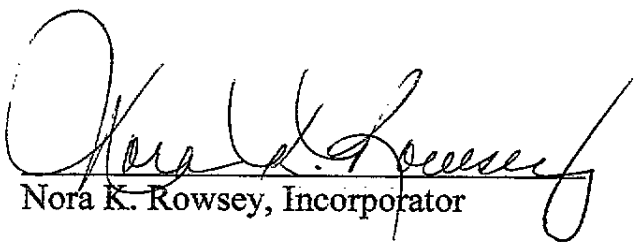
ARTICLE 12 - EFFECTIVE DATE

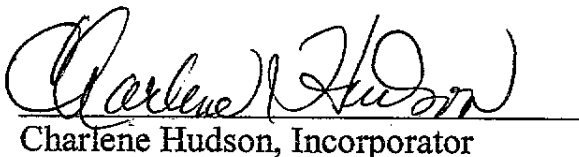
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9TH day of August, 1999.

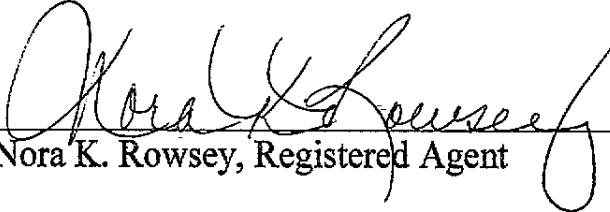

Nora K. Rowsey, Incorporator


Charlene Hudson, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Nora K. Rowsey, Chartered doing business as XCARET, Fine Jewelry, Incorporated, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Nora K. Rowsey, Chartered doing business as
XCARET, Fine Jewelry, Incorporated


Nora K. Rowsey, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA