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MEMBER NEW YORK & FLORIDA BAR

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September 02, 1999

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

Re: Century Jewelers, Inc.

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation of the above referenced corporation together with \$70.00 filing fee. Please file same as soon as possible and return confirmation thereof to my office in the return envelope provided.

Thanking you, I am,

Very truly yours,

Charles Z. Kalchman

Charles Z. Kalchman
CZK/plb

cc: Max Edelstein

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 14 1999
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**ARTICLES OF INCORPORATION
OF
CENTURY JEWELERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS: The name of the Corporation is CENTURY JEWELERS, INC., and it's principal office and mailing address is 124 South Flamingo Road, Pembroke Pines, Florida 33027.

ARTICLE II. REGISTERED AGENT AND ADDRESS: The Registered Agent is MAX EDELSTEIN, and the initial registered office of the Corporation is 124 South Flamingo Road, Pembroke Pines, Florida 33027.

ARTICLE III. TERM OF CORPORATE EXISTENCE: The Corporation shall exist in perpetuity unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV. PERMITTED ACTIVITY: The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE V. AUTHORIZED SHARES: The total number of shares which the Corporation is authorized to issue shall be one thousand (1,000) shares of common voting stock without par value.

ARTICLE VI. PRE-EMPTIVE RIGHTS DENIED: No holder of any shares of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VII. DIRECTORS: The business of the Corporation shall be managed by a Board of Directors, consisting of not fewer than one person, the exact number to be determined, from time to time, in accordance with the By-Laws of the Corporation.

ARTICLE VIII. INCORPORATOR: The name and address of the Incorporator is MAX EDELSTEIN, 124 South Flamingo Road, Pembroke Pines, Florida 33027.

ARTICLE IX. INDEMNIFICATION: Every person now or hereafter serving as a director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that

may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time of such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of his duty. Expenses (including attorneys' fees) incurred by any such person in defending any claim, action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such proceeding.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the Corporation, has executed these Articles of Incorporation on this 24th day of August, 1999.

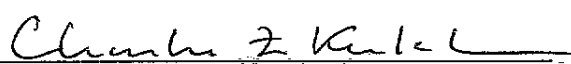
By: 

MAX EDELSTEIN, Incorporator

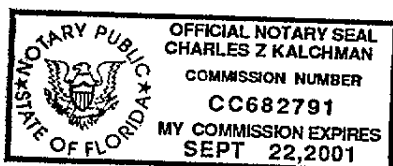
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared, MAX EDELSTEIN, to me known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same for the purpose therein expressed.

WITNESS my hand and seal at Miami Beach, Florida on this 24th day of August, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

The undersigned, having been named as Registered Agent of the above Corporation, to accept service of process for the said Corporation, at the place designated in these Articles of Incorporation, does hereby accept and agree to act in this capacity, and agrees to comply with the provisions of Florida Statutes, Chapter 48, relative to keeping said office open.

By: 

MAX EDELSTEIN

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TALLAHASSEE, FLORIDA