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((H06000173535 3))

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06 JUL -6 AM 10: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

JEWELERS INTERNATIONAL SHOWCASE, INC.

Certificate of Status	0
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Amended / Restated / CC
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JEWELERS INTERNATIONAL SHOWCASE, INC.**

FILED
06 JUL -6 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is JEWELERS INTERNATIONAL SHOWCASE, INC.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

- (a) **Authorized Capital.** The maximum number of shares outstanding at any one time shall be 1,250 shares of common voting stock at par value of \$1.00 per share.
- (b) **Cumulative Voting.** Cumulative voting shall not be permitted.
- (c) **Dissenter's Rights and Appraisal Rights.** In the event of any of the corporate actions provided under §607.1302(1) of the Florida Statutes, the shareholders' dissenter's rights and appraisal rights are hereby eliminated and considered waived.

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(d) Preemptive Rights. Shareholders shall have no preemptive rights.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is One Southeast 3rd Avenue, Suite 1700, Miami, Florida 33131, and the name of the registered agent of this corporation at that address is Penn B. Chabrow, Esq.

Article VI

Directors

(a) Number. This corporation shall have five (5) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Directors. The names and street addresses of the members of the board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
Frank L. Kaplan	14000 SW 99 th Court Miami, Florida 33176
Michael G. Breslow	7427 Sedona Way Delray Beach, Florida 33446
<i>JB</i> <i>Baron</i> Saul Mandell	8882 Bloemfield Blvd. Sarasota, Florida 34238
Lenny Swimmer	2212 Glenbrook Las Vegas, NV 89117
Robert Spiegelman	673 Destacada Avenue Coral Gables, Florida 33156

*1069 Scherer Way
Osprey FL 34229*

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

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(d) **Indemnification.** The corporation's directors, officers, employees and agents shall be indemnified in accordance with § 607.0850 of the Florida Statutes, as amended.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Furthermore, the shareholders of this corporation may adopt or amend the corporation's bylaws to fix a greater quorum or voting requirement for shareholders and directors than is required by the Florida Business Corporation Act.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation was:

John W. Kozyak, Esquire
Formerly of Mahoney Hadlow & Adams
Currently with Kozyak Tropin & Throckmorton
2525 Ponce De Leon Blvd.
9th Floor
Coral Gables, Florida 33134

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

Article X

Adoption of Amendments

The amendments were approved by the shareholders. The numbers of votes cast for the amendments by the shareholders were sufficient for approval.

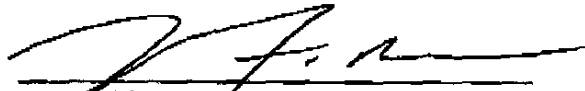
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The amendment reflected in Article VII was adopted on October 10, 2005.

The amendment reflected in Article VI (b) was adopted on January 30, 2006.

IN WITNESS WHEREOF, the incorporator has executed these Amended and Restated Articles of Incorporation the 24 day of APRIL 2006.



Michael G. Breslow, President

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