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ARTICLES OF INCORPORATION

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FINLAY OPTICAL, INC.

CECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

FINLAY OPTICAL, INC.

ARTICLE II. PRINCIPAL OFFICE

The place of business is:

415 WEST 49 STREET, SUITE 1 HIALEAH, FLORIDA 33012

The mailing address is:

415 WEST 49 STREET, SUITE 1 HIALEAH, FLORIDA 33012

ARTICLE III. SHARES

The number of shares of stock that this corporation is authorized to have is Five Hundred (500) having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent for this Corporation in the State of Florida shall be:

ROBERTO L GARCIA 415 WEST 49 STREET, SUITE 1 HIALEAH, FLORIDA 33012

ARTICLE V. INITIAL DIRECTOR

MAGGIE I GARCIA 415 WEST 49 STREET, SUITE 1 HIALEAH, FLORIDA 33012

ARTICLE VI. **INITIAL OFFICERS**

PRESIDENT ROBERTO L GARCIA 415 WEST 49 STREET, SUITE 1 HIALEAH, FLORIDA 33012

SECRETARY MAGGIE I GARCIA 415 WEST 49 STREET, SUITE 1 HIALEAH, FLORIDA 33012

ARTICLE VII. INCORPORATOR

ROBERTO L GARCIA 415 WEST 49 STREET, SUITE 1 HIALEAH, FLORIDA 33012

- 10 12 2006 Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

10 12 2006 Date