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(Requestor's Name)

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(City/State/Zip/Phone #)

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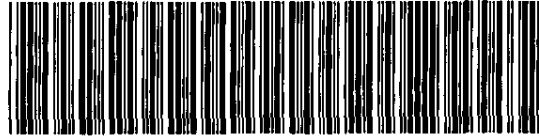
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

Law Offices
Stephen N. Rosenthal
Mailing Address
17971 Biscayne Blvd., Ste. 203
Aventura, Florida 33160

Downtown Office
25 West Flagler Street
Suite 1040
Miami, Florida 33130

Telephone: (305) 931-1115
"Fax" (305) 931-1180

September 21, 2007

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of 247 Jewelers, Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents 247 Jewelers, Inc.

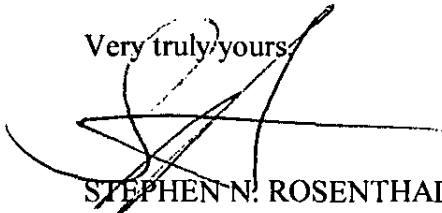
Pursuant to same, I am herewith enclosing the following:

- A. Original and copy of Articles of Incorporation;
- B. My check in the sum of \$92.00; and,
- C. Self addressed stamped envelope.

I would appreciate your filing the Articles and returning a copy to my office.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

ARTICLES OF INCORPORATION

OF

247 JEWELERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED does hereby associate for the purpose of forming a corporation under the laws of the State of Florida, and does hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

247 JEWELERS, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of investing in a company for purposes of selling distributing and marketing of jewelry and jewelry related products including any acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to-wit:

(1000) shares of common stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

748 East 51st Street, Hialeah, Florida 33013.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be JOSE FERNANDEZ, and the Registered Office shall be located at: 748 East 51st Street, Hialeah, Florida 33013, or such other person or such other place as the Director or Board of Directors, may from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect.

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of one (1) but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE FERNANDEZ	748 East 51st Street Hialeah, Florida 33013

ARTICLE XI - INCORPORATOR OR INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
JOSE FERNANDEZ	748 East 51st Street Hialeah, Florida	1000	\$ 1,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

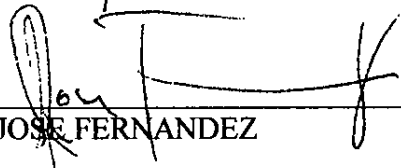
That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be

proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.


IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami
Dade County, Florida, this 12 day of Sept., 2007.

 (SEAL)
JOSE FERNANDEZ

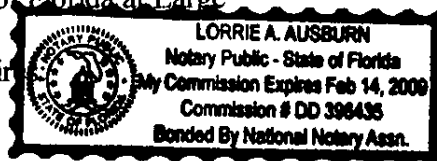
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of September, 2007, by JOSE FERNANDEZ, who is personally known to me or has produced license as identification and who did (did not) take an oath.



Notary Public, State of Florida at Large

My Commission Expires



**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of 247 JEWELERS, INC. and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at: 748 East 51st Street, Hialeah, Florida 33013.


JOSE FERNANDEZ, Registered Agent