

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Attn: Jeff Netherton

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*****78.75 *****78.75

CORPORATION(S) NAME

Jewelry Online, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/21/99

RECEIVED
99 JUN 21 PM 2:54
FILED
99 JUN 21 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/21/99
mm

ARTICLES OF INCORPORATION

OF

Jewelry Online, Inc.

FILED
99 JUN 21 PM 4:35
SECRETARY 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.

FIRST: The name of the corporation is: Jewelry Online, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 9621 Sunset Drive, Suite 108, Miami, FL 33173.

THIRD: The number of shares the corporation is authorized to issue is: 10,000,000 common shares with a par value of \$.001 per share.

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The name and address of the person who is to serve as initial director is:

Agustin Barres

9621 Sunset Drive, Suite 108, Miami, FL 33173

SIXTH: The name and address of the incorporator is:

Connie Bryan

660 East Jefferson Street, Tallahassee, FL 32301

SEVENTH: The corporation expressly elects not to be governed by Section 607.0901 or by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions and control share actions, respectively.

Connie Bryan
Signature of Incorporator
Connie Bryan

Date: June 21, 1999

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

Date: June 21, 1999

By Connie Bryan
Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(F1001 - 5/11/98)

CTSystem