



CERTIFICATE OF INCORPORATION
OF

JAMES-NICOLE, INC.

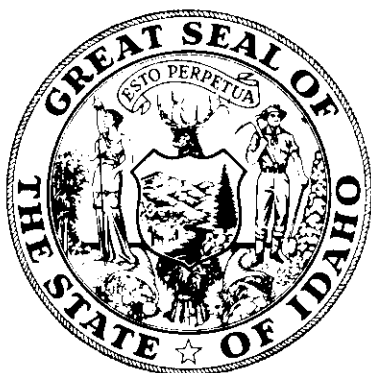
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

JAMES-NICOLE, INC.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **October 30, 1984**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

1 Oct 30 9 16 AM '84

2 SECRETARY OF STATE ARTICLES OF INCORPORATION

3 OF

4 JAMES-NICOLE, INC.

5 The undersigned, acting as incorporators of JAMES-
6 NICOLE, INC., a corporation under the Idaho Business Incorpora-
7 tion Act, adopt the following Articles of Incorporation for
8 such corporation:

9 FIRST: The name of the corporation is:

10 JAMES-NICOLE, INC.

11 SECOND: The period of its duration is perpetual.

12 THIRD: The purpose or purposes for which the corpo-
13 ration is organized are:

14 (A) To merchandise, sell, offer for sale, and distri-
15 bute at wholesale and retail, jewels and jewelry of all kinds
16 and descriptions, watches and time pieces of any and all kinds,
17 glass products and any and all other articles of merchandise
18 sometimes engaged in by the jewelry business.

19 (B) To carry on any other kind of business or busi-
20 ness activities that the Board of Directors may from time to
21 time deem to be advisable or proper in connection with the
22 business.

23 (C) To purchase, lease, own, sell, mortgage, sublease,
and otherwise acquire lands, buildings, easements or property,
real and personal, which may be requisite for the purposes or

1 are capable of being conveniently used in connection with any
2 of the objects of this corporation, and to enter into, make,
3 perform and carry out contracts of every sort and kind with any
4 person, and to acquire and take over the good will, property,
5 rights, franchises and assets of every kind and the liabilities
6 of any person, firm, association, or corporation, either wholly
7 or in part, and to pay for the same in cash, stocks or bonds of
the corporation, or otherwise.

8 (D) To transact any and all lawful business for
9 which corporations may be incorporated under the Idaho Business
10 Corporation Act.

11 FOURTH: The aggregate number of shares which the
12 corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	100,000	\$1.00	\$100,000.00

14 FIFTH: Provisions denying preemptive rights are:
15 None.

16 SIXTH: Provisions for the regulation of the internal
17 affairs of the corporation are: None.

18 SEVENTH: The address of the initial registered office
19 of the corporation is Grand Teton Mall, 2110 E. 17th St., Idaho
20 Falls, Idaho 83401, and the name of the initial registered
agent at such address is James S. Kern.

21 EIGHTH: The number of directors constituting the
22 initial board of directors of the corporation is four. This
23 number may be changed by the Bylaws of the corporation, and the

names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

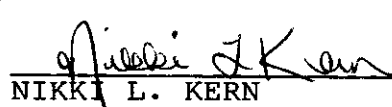
<u>NAME</u>	<u>ADDRESS</u>
James S. Kern	Route 3, Box 700A, Idaho Falls, ID 83401
Nikki L. Kern	Route 3, Box 700A, Idaho Falls, ID 83401
Stanley M. Kern	Route 3, Box 6451, Twin Falls, ID 83301
Marceleen M. Kern	Route 3, Box 6451, Twin Falls, ID 83301

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James S. Kern	Route 3, Box 700A, Idaho Falls, ID 83401
Nikki L. Kern	Route 3, Box 700A, Idaho Falls, ID 83401

DATED this 24th day of October, 1984.


JAMES S. KERN


NIKKI L. KERN

1 STATE OF IDAHO)

2 County of Bonneville)

) ss.

3 On this 24th day of October, 1984, before me,
4 the undersigned, a Notary Public in and for the said County and
5 State, personally appeared JAMES S. KERN, known to me to be the
6 person whose name is subscribed to the foregoing instrument and
acknowledged to me that he executed the same.

7 IN WITNESS WHEREOF, I have hereunto set my hand and
8 affixed my official seal the day and year in this certificate
9 first above written.

10 Steven C. Nelson
11 Notary Public for Idaho
Residing at RIGBY, Idaho

12 STATE OF IDAHO)

13 County of Bonneville)

) ss.

14 On this 24th day of October, 1984, before me,
15 the undersigned, a Notary Public in and for the said County and
16 State, personally appeared NIKKI L. KERN, known to me to be the
17 person whose name is subscribed to the foregoing instrument and
18 acknowledged to me that she executed the same.

19 IN WITNESS WHEREOF, I have hereunto set my hand and
20 affixed my official seal the day and year in this certificate
21 first above written.

22 Steven C. Nelson
23 Notary Public for Idaho
Residing at RIGBY, Idaho