



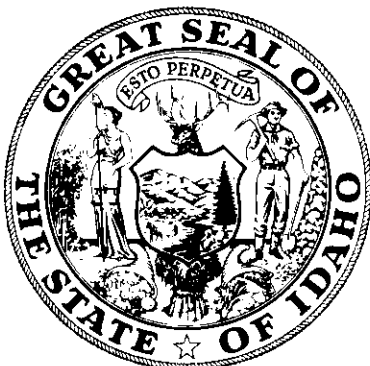
CERTIFICATE OF AUTHORITY  
OF

SARAH COVENTRY, INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SARAH COVENTRY, INCORPORATED for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to SARAH COVENTRY, INCORPORATED to transact business in this State under the name SARAH COVENTRY, INCORPORATED and attach hereto a duplicate original of the Application for such Certificate.

Dated May 13, 19 82



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

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To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned \_\_\_\_\_, Secretary of State for a Certificate of Authority to transact business in your State, and for that purpose submits the following:

1. The name of the corporation is SARAH COVENTRY, INCORPORATED
2. \*The name which it shall use in Idaho is SARAH COVENTRY, INCORPORATED
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is September 12, 1979 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street  
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
Sale of precious, semi-precious and costume jewelry and  
art and craft project kits and related activities
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See Attached Rider	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 2, 1982

SARAH COVENTRY, INCORPORATED

By

Charles A. Kiesel

Its President

and

Franklin T. Russell

Its Assistant Secretary

STATE OF NEW YORK )

COUNTY OF WAYNE ) ss:

I, Geraldine Brown, a notary public, do hereby certify that on this 2nd day of April, 1982, personally appeared before me Franklin T. Russell, who being by me first duly sworn, declared that he is the Assistant Secretary of SARAH COVENTRY, INCORPORATED

that he signed the foregoing document as Asst. Secretary of the corporation and that the statements therein contained are true.

Geraldine Brown  
Notary Public

GERALDINE BROWN  
Notary Public in the State of New York  
No. 4651231  
Commission Expires Mar. 30, 1983

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

R I D E R

OFFICERS AND DIRECTORS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
CHARLES A. KIESEL	President & Director	1 Catamore Boulevard E. Providence, RI 02914
MANSELL S. COOKE	Vice President	155 South Avenue Newark, NY 14513
BENNETT S. LeBOW	Secretary, Treasurer & Director	33 Rutherford Road Berkeley Heights, NJ 07922
FRANKLIN T. RUSSELL	Assistant Secretary	434 Grace Avenue Newark, NY 14513
ROBERT CATANZARO	Director	1 Catamore Boulevard E. Providence, RI 02914
BEN EISENBERG	Director	48 Brower Avenue Woodmere, NY 11598



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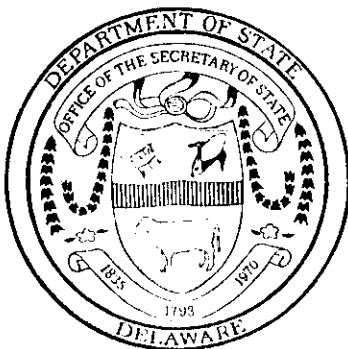
SECRETARY OF  
STATE

# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Restated Certificate of Incorporation  
filed in this office on January 20, 1982.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *E. Curran*

DATE: March 23, 1982

RESTATED CERTIFICATE OF INCORPORATION

OF

C. H. STUART INC.

(to be renamed SARAH COVENTRY, INCORPORATED)

under

The Delaware General Corporation Law

RESTATED CERTIFICATE OF INCORPORATION

OF

C. H. STUART INC.

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Pursuant to the requirements of Sections 242, 245 and 303 of the General Corporation Law of the State of Delaware, the undersigned, CHARLES KIESEL, being the President of C. H. STUART, INC. (the "Corporation"), does hereby certify:

1. That the name of the Corporation is C. H. STUART INC., which was incorporated on September 12, 1979.

2. That in lieu of the stockholder approval required by Sections 242 and 245 of the General Corporation Law of the State of Delaware this Restated Certificate of Incorporation is hereby adopted by the undersigned pursuant to an order of the United States Bankruptcy Court for the Western District of New York under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Court Order") and pursuant to Section 303 of the General Corporation Law of the State of Delaware. Provision for making this certificate is contained in the Bankruptcy Court Order and pursuant to Section 303 of the General Corporation Law of the State of Delaware. The Bankruptcy

Court Order is an order of a court having jurisdiction of a proceeding under Chapter 11 of the United States Bankruptcy Code for the reorganization of C. H. Stuart Inc.

3. That a Certificate of Reduction of Capital, pursuant to Sections 103, 244(c) and 303 of the General Corporation Law of the State of Delaware, is being filed with this amendment.

(4) That the text of the Certificate of Incorporation of said C. H. STUART INC., as amended, is hereby restated as amended by this Certificate, to read in full, as follows:

FIRST. The name of the Corporation is SARAH COVENTRY, INCORPORATED.

SECOND. The address of the Corporation's registered office in the State of Delaware is 100 West 10th Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.



FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 100,000 shares of common stock of the par value of \$1.00 per share, all of the same class.

FIFTH. Election of directors need not be by written ballot.

SIXTH. The Board of Directors is authorized to adopt, amend or repeal By-Laws of the Corporation except as and to the extent provided in the By-Laws.

SEVENTH. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, incorporator, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, incorporator, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the full extent then permitted by law against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding. Such right of indemnifica-

tion shall inure whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

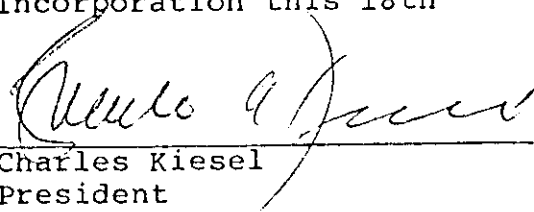
EIGHTH. At all elections of directors at any meeting duly called and held at which a quorum is present, each holder of shares entitled to vote shall be entitled to as many votes as shall equal the number of votes which (except for the provisions of this Article EIGHTH) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or he may distribute them among the number to be voted for, or for any two or more of them, as he may see fit.

NINTH. The Corporation shall send periodic reports to security holders, not less than once annually, which shall include profit and loss statements and balance sheets prepared in accordance with sound business practice and generally accepted accounting principles.

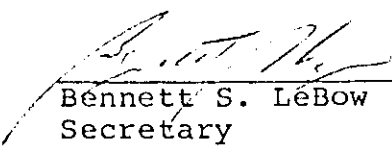
TENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any

class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, the undersigned, has made and signed this Restated Certificate of Incorporation this 18th day of January 1982.

  
\_\_\_\_\_  
Charles Kiesel  
President

ATTEST:



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Bennett S. LeBow  
Secretary