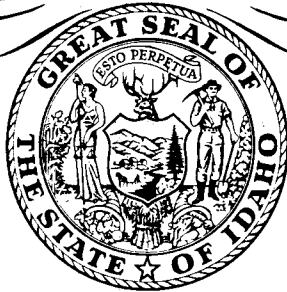


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

LOUIS E. CLAPP
I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of
the corporation records of the State of Idaho, do hereby certify that the

DALE-POCATELLO, INC.,

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed
in this office on the Eighth day of August 19 66,
original articles of amendment, as provided by Section 30-146 and 30-147, Idaho Code,
changing the location and post office address of the corporation to 816 Idaho
Street, Boise, Idaho,

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~
will be
/ recorded on ~~Film No.~~ microfilm of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been
amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto

set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this 8th day of August,

A. D., 19 66.

Secretary of State

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
ZALE-POCATELLO, INC.

Pursuant to the provisions of paragraph 30.147 of the Business Corporation Act of Idaho, the undersigned corporation submits the attached certified copy of resolutions of shareholders of said corporation and thereby the Articles of Incorporation of said corporation are amended as follows:

"FOURTH: That the location and post office address of its registered office in the State of Idaho will be 816 Idaho Street, County of Ada, Boise, Idaho."

IN WITNESS WHEREOF we do make and execute this amendment in triplicate this Third day of August 1966.

ZALE-POCATELLO, INC.

By Ben A. Lipshy
Ben A. Lipshy, President
By John P. Dickens
John P. Dickens, Assistant
Secretary

STATE OF TEXAS }
COUNTY OF DALLAS }

On this Third day of August 1966, before me the undersigned, a Notary Public, in and for Dallas County, Texas, personally appeared Ben A. Lipshy and John P. Dickens, known to me to be the President and Assistant Secretary of Zale-Pocatello, Inc. and to be the persons whose names are subscribed to the instrument and acknowledged that they executed the same for the purposes therein ordered and in the capacities therein stated.

IN WITNESS WHEREOF I have here unto set my hand and seal of office the day and year in this certificate first above written.

Notary Public in and for Dallas
County, Texas

JEANETTE GULLEY
Notary Public Dallas County, Texas
My Commission Expires June 1, 1967

CERTIFIED COPY OF RESOLUTION OF THE SHAREHOLDERS
OF ZALE-POCATELLO, INC.

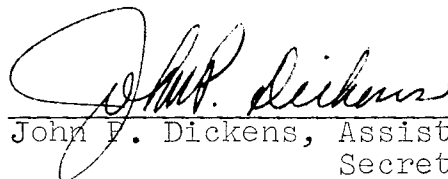
I, John P. Dickens, Assistant Secretary of Zale-Pocatello, Inc. do hereby certify that the following is a true and correct copy of a resolution unanimously adopted by the Shareholders of said corporation at a special meeting thereof duly held on the Second Day of August, 1966, at which a quorum was present.

"RESOLVED, That the recommendation of the Board of Directors is hereby accepted and that Article Four of the Articles of Incorporation of this Corporation is hereby amended to read as follows:"

"Fourth: That the location and post office address of its registered office in the State of Idaho will be 816 Idaho Street, County of Ada, Boise, Idaho."

I further certify that the resolution has been duly entered upon the minute book of this corporation and that the same has never been revoked, repealed, abrogated or modified.

IN WITNESS WHEREOF, I have hereunto set my hand on the Second Day of August, 1966.


John P. Dickens, Assistant
Secretary

STATE OF TEXAS)
COUNTY OF DALLAS) SS

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared John P. Dickens, known to me to be the person whose name is subscribed to the foregoing instrument and known to me to be the Secretary of Zale-Pocatello, Inc., and who acknowledged to me that he executed said instrument for the uses and purposes therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this Second Day of August 1966.

Notary Public

JEANETTE CULLEY
Notary Public Dallas County, Texas
My Commission Expires June 1, 1967