



CERTIFICATE OF INCORPORATION
OF

LEE READ JEWELERS, OVERLAND, INC.

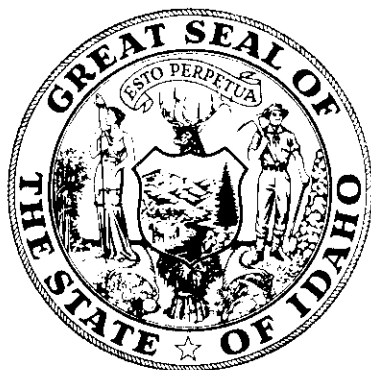
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

LEE READ JEWELERS, OVERLAND, 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: *April 15, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Lee Read jewelers inc.

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SECRETARY OF
STATE

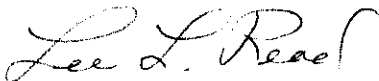
April 15, 1982

The Secretary of State
State of Idaho
Statehouse
Boise, Idaho 83720

Dear Mr. Secretary,

We the undersigned being the majority stockholders of Lee Read Jewelers, Inc., President and Secretary of said corporation, do hereby consent to the formation of Lee Read Jewelers Overland, Inc., and the use of the similar name of said corporation.

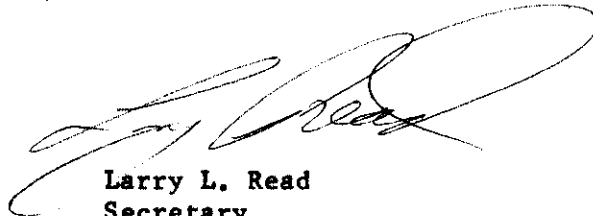
Signed,



Lee L. Read
President
Lee Read Jewelers, Inc.



LLR/vl



Larry L. Read
Secretary
Lee Read Jewelers, Inc.

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ARTICLES OF INCORPORATION
OF
STATE

LEE READ JEWELERS, OVERLAND, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is LEE READ JEWELERS, OVERLAND, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

1. To design, manufacture, purchase or otherwise acquire, repair, engrave, cut, stamp, set, and generally work with and upon, and to sell, let and deal in jewelry, gems, precious and semi-precious stones, cameos, gold, silver, platinum and other wares, plates, utensils, ornaments and articles, watches, clocks, chronometers, timepieces, pocket-books, handbags, and leather novelties of all kinds, umbrellas, parasols, canes, personal furnishings, travelers' supplies and equipment, china, glass and porcelain ware, novelties of all kinds, optical goods and supplies, and generally to do all things and to carry on all lines of trade common to the jewelry business, wholesale, retail, or manufacturing. To do all of the foregoing as principal or agent, on commission, or otherwise.

2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) shares of the par value of One Dollar (\$1.00).

FIFTH: The address of the initial registered office of the corporation is 1780 Westgate, Boise, Idaho 83704, and the name of its initial registered agent at such address is Larry L. Read.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Karl Webster	1038 Clear Creek Dr.	Boise Id 83709
Larry L. Read	Pearl Route	Boise Id 83616
Leland L. Read	1002 Johnston	Boise Id 83705

SEVENTH: The name and address of each incorporator is:

Karl Webster	1038 Clear Creek Dr.	Boise Id 83709
Lee Read Jewelers, Inc.	926 Main Street	Boise Id 83702

IN WITNESS WHEREOF, we have hereunto set our hands this 12th day of April, 1982.

Karl Webster
Karl Webster

LEE READ JEWELERS, INC.

ATTEST:

By


Leland L. Read
Leland L. Read, President

Secretary
Secretary

STATE OF IDAHO)
) ss.
County of Ada)

On this 12 day of April, 1982, before me, the undersigned, a notary public, in and for said state, personally appeared KARL WEBSTER, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.


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


Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of Ada)

On this 12 day of April, 1982, before me, the undersigned, a notary public, in and for said State, personally appeared LELAND L. READ and LARRY L. READ, known to me to be the President and Secretary, respectively, of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

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


Notary Public for Idaho
Residing at Boise, Idaho