

State of Idaho

Department of State

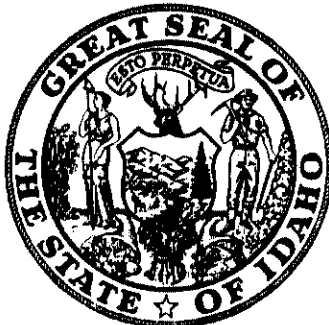
CERTIFICATE OF INCORPORATION OF

ZION CONTINENTAL INTERNATIONAL CORPORATION

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 the above named corporation, 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: June 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Angie Hakes*

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ARTICLES OF INCORPORATION
OF
ZION CONTINENTAL INTERNATIONAL CORPORATION OR (Z.C.I.C.)

The undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators under the provisions of the Idaho Business Corporation Act (hereinafter referred to as the "Act") adopt the following articles of incorporation:

ARTICLE I

The name of this corporation is Zion Continental International Corporation or (Z.C.I.C.).

ARTICLE II

The duration of this corporation is to be perpetual.

ARTICLE III

The purpose for which this corporation is organized are as follows:

(a) To engage in wholesale and retail sales and service of consumer and industrial products, and any activity related thereto including jewelry and related items.

(b) To buy, sell and otherwise deal in notes, stocks, bonds, contracts or other investments, including the right to hold, buy, sell, lease mortgage or otherwise encumber, sell and dispose of any and all of the real and personal property of the corporation.

(c) To subscribe or cause to be subscribed for and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and other evidences of indebtedness of any person, firm or corporation now or hereafter existing, and whether created by or under the laws of the State of Idaho or otherwise; and while the owner of any of said shares of capital stock or bonds or other property to exercise all rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural persons might or could do; and to purchase, hold and fill any of its obligations, including investment trust certificates and make credit advances thereon as may be determined from time to time. None of the above powers by any implication or construction shall be deemed to grant the corporation the power of carrying on the business banking.

(d) To lend money and negotiate loans and generally to carry on, conduct, promote, operate and undertake any business, transaction or operation commonly carried on, conducted, promoted operated or undertaken by capitalists, financiers, contractors or builders, insurance brokers and agents, loan brokers and agents, real estate agents, brokers, dealers, subdividers and promotors and security brokers and agents.

(e) To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of capital stock; provided, however, that said purchase of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, and only with the affirmative vote of the holders of at least two-thirds of all of the shares entitles to vote thereon.

The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of this corporation, and the enjoyment and the exercise thereof, conferred by the laws of the State of Idaho now in force or hereafter enacted.

ARTICLE IV

The corporation will not commence business until consideration of the value of \$1,000 has been received as consideration for the issuance of shares.

ARTICLE V

Section 1. The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares common stock with \$.01 par value.

Section 2. If (a) any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, or if (b) the incorporators or the shareholders entitled to vote shall adopt any by-law provision abridging, limiting or restricting the aforesaid rights of any stockholders, then and in either of such events, all certificates for shares of stock subject to such abridgments, limitations or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation, and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or by-law as the case may be.

Section 3. The holders of the common stock of the corporation, and, unless otherwise provided in these Articles of Incorporation or in any resolution adopted by the Board of Directors

pursuant to authority contained in these Articles of Incorporation, the holders of any other class of stock issued or to be issued by the corporation and entitled to vote at a meeting of stockholders, shall be entitled to one vote for each share of stock held by them. At all elections of directors, cumulative voting shall be allowed so that each such holder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) such holders 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 by him, and such holders may cast all such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them, as such holders may see fit. The entire Board of Directors or any individual director may be removed from office without assignment of cause by a vote of the holders of a majority of the outstanding shares of stock then entitled to vote at an election of directors, except that if less than the entire Board of Directors is to be removed, no one of the directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors.

ARTICLE VI

The address of the initial registered office of this corporation is 3887 North 3000 West Rexburg, Idaho 83440. The name of the initial registered agent of this corporation at that address is Jack Sommer.

ARTICLE VII

The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to serve as directors untill the first annual meeting of stockholders or until their successors be elected and qualify are as follows:

Raymond Sommer	235 W. 4th S. Apt. #112 Rexburg, Idaho 83440
Mindy G. Sommer	235 W. 4th S. Apt. #112 Rexburg, Idhao 83440
Jack Sommer	3887 North 3000 West Rexburg, Idaho 83440

ARTICLE VIII


The names and addresses of the incorporators of this corporation are as follows:

Raymond Sommer	235 W. 4th S. Apt. #112 Rexburg, Idaho 83440
Mindy G. Sommer	235 W. 4th S. Apt. #112 Rexburg, Idaho 83440
Jack Sommer	3887 North 3000 West Rexburg, Idaho 83440

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, execute these articles of incorporation and certify to the truth of the facts herein stated, this ____ day of May 1993.


Raymond A. Sommer


Mindy G. Sommer


Jack Sommer

The undersigned hereby agrees to act as the registered agent of Z.C.I.C.

Jack Sommer
Jack Sommer, Registered Agent

STATE OF IDAHO)
 : ss.
COUNTY OF MADISON)

On the 3 day of June, 1993, personally appeared before me, Raymond Sommer, signer of the foregoing instrument, who acknowledged to me that he executed the same.

Enelene Thompson
NOTTARY PUBLIC
Residing At: Lepidary

My Commission Expires:

11-28-98

STATE OF IDAHO)
 : ss.
COUNTY OF MADISON)

On the 3 day of June, 93, personally appeared before me, Mindy G. Sommer, signer of the foregoing instrument, who acknowledged to me that he executed the same.

Enelene Thompson
NOTTARY PUBLIC
Residing At: Lepidary

My Commission Expires:

11-28-98

STATE OF IDAHO)
 : ss.
COUNTY OF MADISON)

On the 3 day of June, 1993, personally
appeared before me, Jack Sommer, Registered Agent, signer of the
foregoing instrument, who acknowledged to me that he executed the
same.

Emeline Thompson
NOTTARY PUBLIC
Residing At:

My Commission Expires:

11-28-98

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