



**CERTIFICATE OF INCORPORATION
OF**

EVERSON'S JEWELRY, 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 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: **May 16, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
EVERSON'S JEWELRY, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation pursuant to the provisions of Section 30-1-54, Idaho Code.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be EVERSON'S JEWELRY, INC.

ARTICLE II

CORPORATE PURPOSE

The purpose of this corporation is to deal in the wholesale, retail and distribution of precious and semi-precious gems; metals; jewelry; jewelry related items; services in connection with and related to stones; watches; clocks; rings; necklaces; and all related items and/or properties connected therewith.

The corporation shall be further authorized to engage in all of those acts which are authorized and permitted by the provisions of Section 30-1-4, Idaho Code,

being those general statutory powers which have been granted to all corporations organized under and by virtue of the laws of the State of Idaho.

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE/AGENT

The registered office of the corporation shall be

Everson's Jewelry, Inc.
310 Sherman Avenue
Coeur d'Alene, Idaho 83814.

The registered agent for and on behalf of the corporation shall be;

JUNE S. EVERSON
310 Sherman Avenue
Coeur d'Alene, Idaho 83814.

ARTICLE V

STOCK

The total authorized number of par value shares of stock in the corporation shall be TEN THOUSAND (10,000) shares of common stock.

The aggregate par value of the total authorized number of par value shares is ONE HUNDRED THOUSAND AND NO/100 DOLLARS (\$100,000.00).

The stock issued by the corporation shall have a par value of TEN AND NO/100 DOLLARS (\$10.00) per share.

All of said stock as issued shall be common stock, having equal rights and equal voting authority.

ARTICLE VI

STOCKHOLDERS PRE-EMPTIVE RIGHTS

Pursuant to the provisions of Section 30-1-26, Idaho Code, shareholders shall have a pre-emptive right to acquire unissued capital stock, treasury shares of stock or securities convertible into stock issued, owned or held by the corporation.

ARTICLE VII

CORPORATE DIRECTORS

The number of directors constituting the initial Board of Directors is five (5). 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 qualify are:

Kenneth L. Everson
2201 Harrison Avenue
Coeur d'Alene, Idaho 83814

June S. Everson
2201 Harrison Avenue
Coeur d'Alene, Idaho 83814

Kenneth Lee Everson
2918 Fernan Terrace Drive
Coeur d'Alene, Idaho 83814

William A. Everson
1409 Richmond
Coeur d'Alene, Idaho 83814

Gary L. Everson
801 Taylor
Coeur d'Alene, Idaho 83814

ARTICLE VIII

INCORPORATORS

The names and addresses of the incorporators are:

Kenneth L. Everson
2201 Harrison Avenue
Coeur d'Alene, Idaho 83814

June S. Everson
2201 Harrison Avenue
Coeur d'Alene, Idaho 83814

Gary L. Everson
801 Taylor
Coeur d'Alene, Idaho 83814

ARTICLE IX

CUMULATIVE VOTING

Pursuant to the provisions of Section 30-1-15, Idaho Code, the holders of voting common stock herein shall be entitled to the right of cumulative voting as is authorized by Section 30-1-15(b), Idaho Code, in all elections by shareholders.

ARTICLE X

INDEMNIFICATION

Pursuant to Section 30-1-5, Idaho Code, the officers and/or directors of the corporation may from time

to time, as is authorized and provided by said statute, grant and agree that the corporation shall, under those permitted circumstances, indemnify directors, officers, agents and/or employees of the corporation.

ARTICLE XI

CORPORATE STOCK PURCHASE

The corporation shall, pursuant to the provisions of Section 30-1-6, Idaho Code, have the right to sell, dispose and deal in stock of its own issue or of any other corporation.

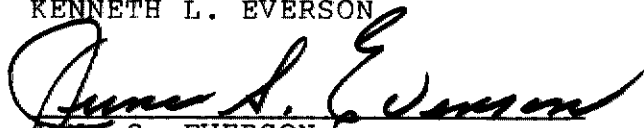
ARTICLE XII

POWERS OF DIRECTORS

The directors of this corporation shall have the power by a two-thirds majority vote of the directors to amend, repeal, adopt or modify the Bylaws of the corporation.

IN WITNESS WHEREOF, the incorporators have adopted these Articles of Incorporation and have executed the same this 13th day of May, 1988.


KENNETH L. EVERSON


JUNE S. EVERSON


GARY L. EVERSON

STATE OF IDAHO)
 : ss.
County of Kootenai)

On this 13th day of May, 1988, before
me, Arlene Pischner, the undersigned Notary Public, per-
sonally appeared KENNETH L. EVERSON, JUNE S. EVERSON and
GARY L. EVERSON, known or identified to me to be the per-
sons whose names are subscribed to the within instrument,
and acknowledged to me that they executed the same.

(SEAL)

Arlene Pischner
Notary Public for Idaho
Residing at Coeur d'Alene
Commission Expires: 12-12-92