

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

JENSEN JEWELERS OF IDAHO, INC.

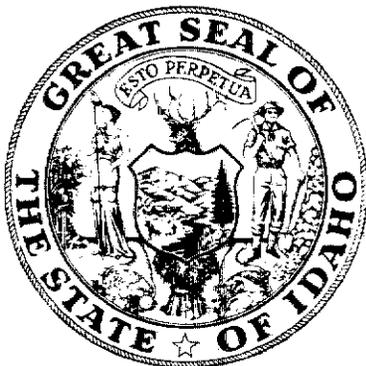
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

JENSEN JEWELERS OF IDAHO, INC.

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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated August 11 19 87



Pete T. Cenarrusa

SECRETARY OF STATE

Sam J. Cook
Corporation Clerk

RECORDED
SECTION NOTE

ARTICLES OF AMENDMENT

TO THE

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ARTICLES OF INCORPORATION

OF

JENSEN JEWELERS OF IDAHO, INC.

Pursuant to the provisions of Section 30-1-61 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST: The name of the corporation is Jensen Jewelers of Idaho, Inc.
- SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on the corporation, in the manner prescribed by the Idaho Business Corporation Act:

Article VI - shall be amended to read as follows:

"Article VI

The total number of shares of stock of all classes which the corporation shall have authority to issue is 150,000 of which 50,000 shares shall be preferred stock having a par value of \$100 each ("Preferred Stock"), and 100,000 shares shall be voting common stock having no par value ("Common Stock").

The designations and the powers, preferences, rights, qualifications, limitations and restrictions on the shares of each class are as follows:

1. The preferred stock may be issued from time to time in one or more series, the shares of each series to have such voting powers, full or limited, and such designations, preferences, special rights, qualifications, limitations or restrictions as are stated in this article or in the resolutions providing for the issue of each series adopted by the directors.
2. Authority is granted to the directors, subject to the provisions of this Article VI and to the limitations prescribed by law, to authorize the issue of one or more series of preferred stock and with respect to each series, to fix by resolutions the voting powers, designations, preferences special rights, qualifications, limitations or restrictions applicable to the series. The authority of the directors with respect to each series shall include, but not be limited to, the determination of the following:
 - 2.1 The designation of such series.
 - 2.2 The dividend rate of such series, including the conditions and dates upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class of stock, and whether such dividends shall be cumulative or noncumulative.
 - 2.3 Whether the shares of such series shall be subject to redemption by the cor-

poration and, if made subject to redemption, the times, prices and other terms and conditions of redemption.

- 2.4 The terms and amount of any sinking fund for the purchase or redemption of the shares of such series.
 - 2.5 Whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class of stock of the corporation, and, the times, prices, rates, adjustments, and other terms and conditions of conversion or exchange.
 - 2.6 The extent, if any, to which the holders of the shares of such series shall be entitled to vote with respect to the election of directors or otherwise.
 - 2.7 The restrictions, if any, on the issue or reissue of any additional preferred stock.
 - 2.8 The rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the corporation.
3. Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolution of the directors providing for the issue of any series of preferred stock, the holders of any series shall have no voting power whatsoever. Subject to such restrictions as may be stated in the resolution of the directors providing for the issue of any series of preferred stock, any amendment to the Certificate of Incorporation which shall increase or decrease the authorized stock of any class may be adopted by the affirmative vote of the holders of a majority of the outstanding shares of the voting stock of the corporation.
 4. No holder of stock of any class of the corporation shall have any preemptive or preferential right of subscription to any stock of any class of the corporation or to any obligations convertible into stock of the corporation, issued or sold, or to any right of subscription to, or to any warrant or option for the purchase of any class of stock, except as the directors may determine by resolution authorizing issue.
 5. The corporation may from time to time issue and dispose of any of the authorized and unissued shares of voting common stock or of preferred stock for such consideration, not less than its par value, as may be fixed by the directors without action by the shareholders. The directors may provide for payment to be received by the corporation in cash, property or services. Any shares of the preferred or common stock of the corporation which has been authorized, and for which consideration has been paid, shall be deemed fully paid stock and shall not be liable for any further assessment".

THIRD: The number of shares of the corporation outstanding at the time of adoption was 660; and the number of shares entitled to vote thereon was 660.

FOURTH: The number of shares voting for this amendment was 660; and the number of shares voting against this amendment was zero.

Dated August 5, 1987.

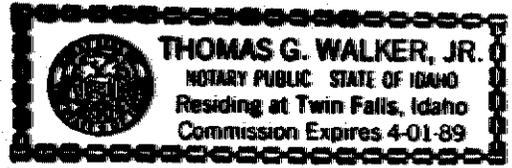
JENSEN JEWELERS OF IDAHO, INC.

By: John S. Jensen
John S. Jensen, President

By: Judith Ann Jensen McCoy
Judith Ann Jensen McCoy, Secretary - Treasurer

STATE OF IDAHO)
) ss.
County of Twin Falls)

I, Thomas G. Walker, Jr., a notary public, do hereby certify that on August 5, 1987, personally appeared before me John S. Jensen, who, being by me first duly sworn, declared that he is the President of Jensen Jewelers of Idaho, Inc., that he signed the foregoing documents as President of the corporation, and that the statements therein contained are true.



Thomas G. Walker, Jr.
Notary Public for Idaho
Residing at Twin Falls

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