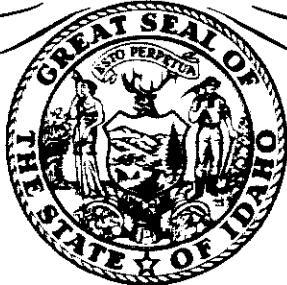


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, 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 original of the articles of incorporation of

LEE READ JEWELERS, INC.

was filed in the office of the Secretary of State on the **12th** day of **February** A.D., One Thousand Nine Hundred **Seventy-one** and ~~will be~~ duly recorded on ~~film~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual existence~~ from the date hereof, with its registered office in this State located at **Boise** in the County of **Ada**

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 **12th** day of **February**, A.D., 19 **71**.

Pete T. Cenarrusa
Secretary of State.

Ass't. Corporation Clerk.

ARTICLES OF INCORPORATION
OF
LEE READ JEWELERS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, all of whom are natural persons of full age, citizens of the United States of America, have this day voluntarily associated ourselves together, and do hereby and by these Articles of Incorporation unite and associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I

The name of this corporation shall be "LEE READ JEWELERS, INC."

II

The term for which this corporation shall exist shall be in perpetuity.

III

The location and post office address of the registered office of this corporation in the State of Idaho shall be Boise, Ada County, Idaho.

IV

The objects and purposes for which this corporation is formed shall be and 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 purchase, lease, or otherwise acquire real and personal property of all kinds in the United States or elsewhere, and to sell, exchange, lease, mortgage or otherwise deal with the whole or any part of such property or rights; and generally to do anything or perform any act which, in the judgment of the directors or stockholders of the company, shall be necessary or proper and conducive to the best interests of said company in accomplishing any of the objects or purposes herein set out.

3) To purchase or otherwise acquire, lease, assign, mortgage, pledge, sell or otherwise dispose of any trade names, trademarks, processes, inventions, formulae, patents, patent rights or letters patent, processes of any nature whatsoever, either of the United States or of any foreign countries, and to accept and grant licenses thereunder.

4) To acquire by purchase or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of bonds, or any other obligations or securities of any governmental agency.

5) 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, notes and other evidences of indebtedness of any corporation, stock company or association now or hereafter existing, and whether created by or under the laws of the State of Idaho or otherwise, and while owners of any such shares of the capital stock or bonds or other property, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time, to the same extent as natural persons might or could do.

6) To purchase, hold, sell and reissue the shares of the stock of this corporation.

7) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with the purposes herein expressed, or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation, or to enhance the value of its property.

8) To deal in and with goods, wares, merchandise and all other forms of personal property, without limitation, or any interest therein, whether within the State of Idaho or elsewhere, to the same extent that a natural person might do.

9) To borrow money and otherwise incur indebtedness, without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute and issue bonds, debentures, notes, drafts, bills of exchange, negotiable instruments and all other evidence of indebtedness, negotiable and non-negotiable, whether secured or unsecured.

10) For the purpose of securing all or any of its contracts, obligations or liabilities to convey, transfer, assign, deliver, mortgage, pledge or otherwise hypothecate all

of any part of the property or assets at any time held or owned by this corporation.

11) To conduct its business and exercise all or any of its powers as above specified, or otherwise, in the State of Idaho, or in any other state, territory or colony of the United States, the District of Columbia, or any other part of the world, as fully and to the same extent as natural persons might or could do, either alone or in association with others, and at its option to have one or more offices or places of business as shall be determined by its Board of Directors within the State of Idaho, in addition to its registered and principal place of business as set out in these Articles.

12) It is the intention of the incorporators of this company that the foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but the corporation shall have the power to do all and every thing necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

V

The business of this corporation shall be managed and conducted by a Board of at least three Directors, the first board to be elected at the first meeting of stockholders of this corporation and the entire board to be elected annually thereafter

at the annual meeting of the stockholders of this corporation.

VI

The Board of Directors of this corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors.

VII

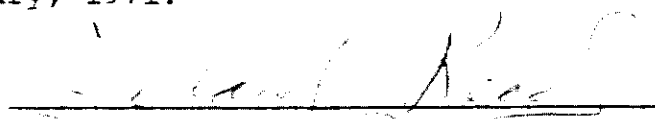


This corporation shall have a total authorized capital stock of FIFTY THOUSAND DOLLARS (\$50,000.00), divided into Five Hundred (500) shares of the par value of One Hundred Dollars (\$100.00) per share.

VIII

The names and post office addresses, together with the number of shares of stock subscribed by each of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>PAR VALUE</u>
Leland Read	1002 Johnson Boise, Idaho	1	\$100.00
Maxine Read	1002 Johnson Boise, Idaho	1	\$100.00
Jerold L. Wood	919 North 17th Boise, Idaho	1	\$100.00

IN WITNESS WHEREOF, We have hereunto set out hands and seals this 11th day of February, 1971.

STATE OF IDAHO)
) ss.
County of Ada)

On this 11th day of February, 1971, before me, a Notary Public in and for said state, personally appeared, LELAND READ, MAXINE READ and JEROLD L. WOOD, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to

me that they 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.

Winston Churchill
Notary Public for Idaho
Residing at Boise, Idaho