

**CERTIFICATE OF INCORPORATION
OF**

TETON GEMS, 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:

February 27, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

of

TETON GEMS, INC.

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

FIRST: The name of the corporation is TETON GEMS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 5,000 shares of common capital stock with a par value of Ten Dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the corporation is 4344 Teton Street, Boise, Idaho 83705, and the name of its initial registered agent at such address is Charles E. Smith.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and 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 shall qualify are:

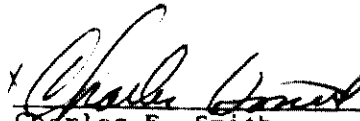
<u>Name</u>	<u>Address</u>
Charles E. Smith	4344 Teton Street Boise, Idaho 83705
Helen D. Smith	4344 Teton Street Boise, Idaho 83705

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SEVENTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles E. Smith	4344 Teton Street Boise, Idaho 83705

Dated this 24th day of February, 1989.

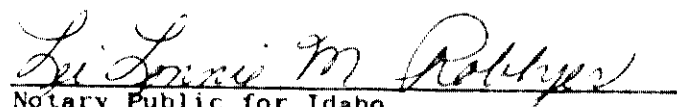


Charles E. Smith

STATE OF IDAHO)
) ss
County of Ada)

On this 24th day of February, 1989, before me, the undersigned, a Notary Public in and for said county and state, personally appeared CHARLES E. SMITH, 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

(SEAL)