

FILED EFFECTIVE

ARTICLES OF INCORPORATION

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OF

**SECRETARY OF STATE
STATE OF IDAHO**

ROCKY GEMS INCORPORATED

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

ARTICLE I

NAME

The name of the corporation shall be **ROCKY GEMS INCORPORATED**.

ARTICLE II

EXISTENCE

The existence of the corporation shall be perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation is organized is to transact all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV

SHARES

4.1 The aggregate number of shares for which the corporation shall have authority to issue is 1,000 shares. The shares shall consist of one class. A majority of the holders of outstanding shares may vote to impose restrictions on the sale or

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transfer of the corporation's shares in accordance with the Bylaws. All shares shall be non-assessable. The shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

4.2. The Board of Directors may, from time to time, cause the corporation to repurchase its own shares of capital stock to the extent of the unreserved and unrestricted earned surplus or capital surplus.

ARTICLE V

DIRECTORS

5.1 The Board of Directors shall consist of two directors. The names and addresses of the persons who shall serve as directors until their successors are elected and qualified are:

Petros Pafilias
3900 Overland Road
Boise, ID 83705

Jim Pafilias
3900 Overland Road
Boise, ID 83705

5.2 The number of Directors may be amended in a manner provided in the Bylaws except as to the number constituting the Initial Board of Directors which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to or in a matter provided in these Articles of Incorporation or by the Bylaws, but no decrease in number shall have the effect of shortening the term of any incumbent Director. No Director may be removed during his elected term of office except for cause or as

otherwise provided by statute. In no case shall the number of Directors be more than five. In the absence of the Bylaws providing for the number of Directors, the number shall be the same as provided in these Articles of Incorporation. The Directors need not be shareholders unless so required by the Bylaws.

ARTICLE VI

SHAREHOLDERS

6.1 A majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders.

6.2 Each outstanding share shall be entitled to one vote on each matter submitted to vote at meetings of the Shareholders except as otherwise provided in the Articles of Incorporation or Bylaws as may be amended from time to time.

6.3 As to the election of the Board of Directors the Shareholders shall have the following rights: such Shareholder shall vote the number of shares owned by that person for as many persons as there are Directors to be elected and for whose election he has the right or to accumulate his votes by giving one candidate as many votes as number of Directors multiplied by the number of his shares or by distributing his votes on the same principle among any number of candidates.

6.4 The original incorporators shall have preemptive rights to unissued shares.

ARTICLE VII

AMENDMENT OF THE ARTICLES OF INCORPORATION

7.1 The Corporation may amend its Articles of Incorporation from time to

time by a five-eighths (5/8) majority vote at any annual meeting of the Shareholders, either upon consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution adopted by the holders of not less than 62.5% of all shares entitled to vote at such meeting.

ARTICLE VIII

BYLAWS

8.1 The Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation, management or affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE IX

PREEMPTIVE RIGHTS

9.1 Nothing in these Articles of Incorporation shall be deemed to deny the Corporation's preemptive rights with respect to shares of stock.

ARTICLE X

NOTICE

10.1 No director shall be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director except as provided in Idaho Code § 30-1-202. To the fullest extent that the laws of the State of Idaho as they now exist or as they may hereafter be amended permit

the elimination or limitation of the liability of Directors, no Director shall be liable for damages for any action taken or for failure to take any action. The private property of the stockholders, Directors, officers and employees shall be forever exempt from all corporate debts of any kind whatsoever. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XI

NOTICE

11.1 The address of the registered office is:

3900 Overland Road
Boise, ID 83705

11.2 The mailing address of the registered office is:

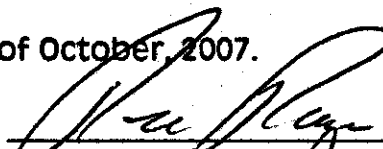
3900 Overland Road
Boise, ID 83705

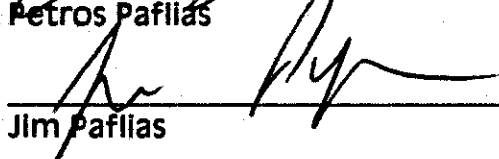
The name of the resident agent at the registered office is Petros Pafilias.

The effective date of these Articles shall be October 18, 2007.

THE UNDERSIGNED, being an original Incorporator and subscriber to the capital stock of the corporation, above-named, for the purposes of forming a corporation to do business, both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby

declaring and certifying that the facts herein stated are true, and accordingly have set their hand and seal this 17 day of October, 2007.



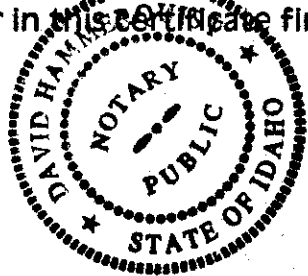
Petros Pafilias


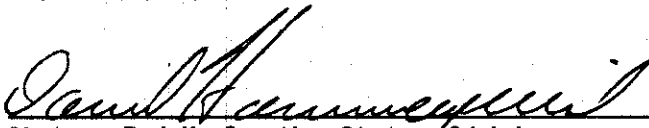
Jim Pafilias

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 17 day of October, 2007, before me, the undersigned, a notary public in and for said state, personally appeared Petros Pafilias, known to me to be the person whose name is subscribed to the within and foregoing 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.



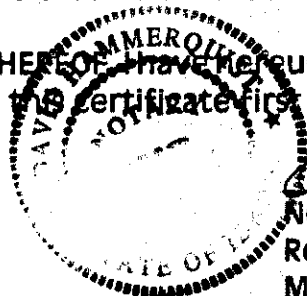


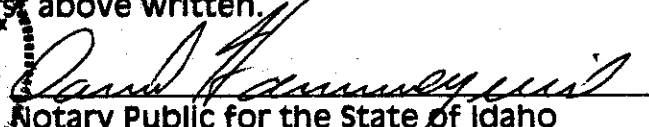
Notary Public for the State of Idaho
Residing at Boise, Idaho
My commission expires: Aug 24, 2011

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this 17 day of October, 2007, before me, the undersigned, a notary public in and for said state, personally appeared Jim Pafilias, known to me to be the person whose name is subscribed to the within and foregoing 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 the State of Idaho
Residing at Boise, Idaho
My commission expires: Aug 24, 2011