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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Tsurbmra, Inc. (OK)

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:  
(i) to buy, sell, manufacture, distribute and deal in jewelry, chain, accessories, precious and semi-precious stones, gold, silver, and all other metals and components of decorative articles; and to do and perform all acts incidental thereto; and (ii) to transact any other lawful activity or business in which corporations may be engaged under the Rhode Island Business Corporation Act, as in effect from time to time.

4. The aggregate number of shares which the corporation shall have authority to issue is:  
(a) *If only one class:* Total number of shares 4,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

Common Stock, no par value

or

(b) *If more than one class:* Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

None

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See attached Exhibit A

7. The address of the initial registered office of the corporation is 170 Westminster Street, Suite 900  
Providence, RI 02903 and the name of its initial registered agent  
Corporation Service Company  
(City/Town) (Zip Code) (Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is one 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: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Director</u>	<u>Erwin Pearl</u>	<u>389 Fifth Avenue, New York, NY 10016</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Julianne M. Ells</u>	<u>Sullivan &amp; Worcester LLP</u>
_____	<u>One Post Office Square</u>
_____	<u>Boston, MA 02109</u>

10. Date when corporate existence is to begin upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: December 22, 1999  
Julianne M. Ells

COMMONWEALTH  
~~STATE~~ OF Massachusetts  
COUNTY OF Sulloik

Signature of each Incorporator

In Boston, on this 22nd day of December, 1999, personally appeared before me Julianne M. Ells, each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Elaine M. Broderick  
Notary Public ELAINE M. BRODERICK  
My Commission Expires: 4/1/05

TSURBMRA, INC.

Exhibit A

A director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the Rhode Island Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Business Corporation Act, as amended. Any repeal or modification of the provisions of this Article by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

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