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ID Number: 95556



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Section 7-6-54 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Jewelry Industry Safety Group

2. A resolution to dissolve the corporation was adopted in the following manner:

(check one box only)

The resolution to dissolve the corporation was adopted at a meeting of members held on _____ at which meeting a quorum was present, and the resolution received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

The resolution to dissolve the corporation was adopted by a consent in writing on November 15, 2007 signed by all members entitled to vote with respect thereto.

The resolution to dissolve the corporation was adopted at a meeting of the board of directors held on _____, and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

3. All debts, obligations, and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefore.

4. The plan of distribution, if any, adopted by the corporation is as follows:

[Insert Plan of Distribution]
(If no plan of distribution was adopted, so state.)

Plan of Distribution is attached as Exhibit A.

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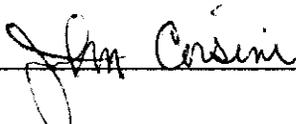
5. All of the remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of Chapter 7-6.
6. There are no suits pending against the corporation in any court in respect of which adequate provision has not been made for the satisfaction of any judgment, order or decree, which may be entered against it.

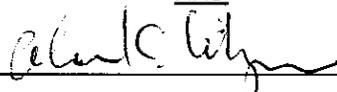
Under penalty of perjury, we declare and affirm that we have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/15/07

Jewelry Industry Safety Group

Print Corporate Name

By 
 President or Vice President (check one)

By 
 Secretary or Assistant Secretary (check one)

JEWELRY INDUSTRY SAFETY GROUP, INC.

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Purpose of Plan. The purpose of this Plan of Complete Liquidation and Dissolution (the "Plan") is to effect a complete liquidation and dissolution of Jewelry Industry Safety Group, Inc., a nonprofit corporation duly organized and existing under the laws of the State of Rhode Island (the "Corporation") and pursuant to the Corporation's By-Laws, Article I Section 3, that after full payment and liquidation of all debts, obligations and liabilities of the Corporation, to distribute upon liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall, pursuant to a resolution of the Corporation or an order of a court of competent jurisdiction in the state of Rhode Island, be used by, or distributed to, an organization or organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, and which will use such property to accomplish the purpose for which this Corporation is constituted.

2. Period of Plan. The Plan shall commence on adoption by the Board of Directors and shall continue until completion of all acts contemplated hereunder or upon an affirmative vote of the Board of Directors to rescind or otherwise terminate the Plan, whichever is first to occur, but in no event later than twelve months from the date of adoption of such plan.

3. Reserve of Assets to Meet Claims. In order to carry out the Plan, the President of the Corporation shall pay or make adequate provisions for the payment of all debts, taxes, expenses, liabilities and obligations of the Corporation of every kind and nature.

4. Dissolution. The President shall proceed with the voluntary dissolution of the Corporation in accordance with Section 7-6-54 of the General Laws of Rhode Island and other

applicable laws of the State of Rhode Island. The date of the dissolution of the Corporation shall be the date that the Articles of Dissolution are filed by the appropriate officers of the Corporation with the Rhode Island Secretary of State.

5. Authorization to Execute and File Documents. The President and Secretary are authorized and empowered to execute and/or file with the State of Rhode Island and federal authorities all documents which they deem necessary or advisable to effectuate the Plan, including but not limited to filing Articles of Dissolution with the Rhode Island Secretary of State and filing information returns on United States Treasury Department Forms 990, together with all appropriate income tax returns and the information required by the applicable regulations.

6. Authorization of Necessary Acts. The President of the Corporation is authorized and empowered to do any and all other things in its name and on its behalf which the officer or officers so acting deem necessary or advisable in order to effectuate the Plan. Such officer shall be held harmless by the Corporation for any action under the Plan taken in good faith, and any expense or liability so incurred by them shall be that of the Corporation.

7. Adoption of Plan. The Plan shall be adopted by the Corporation when adopted by the Board of Directors.

* * * * *

JEWELRY INDUSTRY SAFETY GROUP

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
TO ACTION WITHOUT MEETING**

November 15, 2007

The undersigned, being all of the Directors of Jewelry Industry Safety Group, a Rhode Island non profit corporation (the "Corporation"), acting pursuant to the Rhode Island Nonprofit Corporation Act, Section 7-6-104, and waiving any required notice of meeting, hereby consent to the following actions being taken for and on behalf of the Corporation without a meeting:

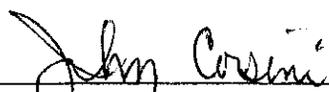
RESOLVED: That the President of the Corporation, acting singly, be and hereby is authorized, or and on behalf of the Corporation, to take such steps and execute and deliver, the proposed Plan of Liquidation, substantially in the form as Exhibit A, attached hereto and made a part hereof.

RESOLVED: That the Corporation be completely liquidated and dissolved pursuant to Sections 7-2.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island and of Article I, Sec. 3 of the By-Laws, as soon as all of the assets of the Corporation have been distributed pursuant to the Plan of Liquidation and that the President, Treasurer and Secretary of the Corporation be and each hereby are authorized, for and on behalf of the Corporation, to execute deliver any and all instruments, certificates, agreements or documents, and to take any and all actions which, in his discretion, are necessary, convenient or advisable to effect such dissolution.

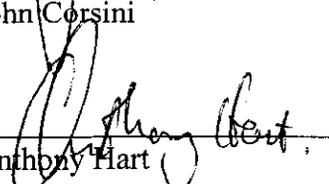
This Consent can be executed in two or more counterparts each of which shall be deemed an original for all purposes and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the day and year first written above.

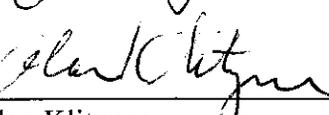
DIRECTORS:



John Corsini



Anthony Hart



Alan Klitzner