Filing Fee $50.00

ID Number: 88864

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED
DEC 15 2009
By
12:07
29-106141

BUSINESS CORPORATION

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-1.2-905 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Victoria + Co Ltd.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on November 9, 2009, in the manner prescribed by Chapter 7-1.2 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]
(If additional space is required, please list on separate attachment)

"FIRST: The name of the corporation is Jones Jewelry Group, Inc."

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
2009 DEC 15 PM 12:07

3. As required by Section 7-1.2-105 of the General Laws, the corporation has paid all fees and taxes.

4. These Articles of Amendment shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing January 1, 2010

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

Date: November 30, 2009

x
Signature of Authorized Officer of the Corporation

Thomas M. Murray, Sr. Executive Vice Pres, CFO and Secretary
Type or Print Name of Authorized Officer

Form No. 101
Revised: 12/05