

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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:

FIRST. The name of the corporation is E. & V. REALTY CO., INC.

(A close corporation pursuant to §7-1.1-31 of the General Laws, 1956, as amended) (strike if inapplicable)

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

THIRD. The purpose or purposes for which the corporation is organized are:

Buying, selling, dealing in, leasing, holding or improving real estate, and the fixtures and personal property incidental thereto, and to acquire by purchase, lease, hire or otherwise lands, tenements, hereditaments, or any interest thereto, and to hold, manage, deal with, sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, and hereditaments or other property of the company; and generally to transact all such jewelry business incidental to the jewelry industry, and to carry on in the business of jewelry, lend money on real or personal securities, on cash, credit, or other accounts, bonds, debentures, bills of exchange, notes, letters of credit, or other obligations, on the deposit of title deeds, goods, wares and merchandise, bills of sale, and all other business incidental thereto.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with the provisions of incorporation or with the terms of this

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares 150

(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.)

No par common

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 title 7 of the General Laws 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.)

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

No stockholder of this corporation, either directly or by any successor in interest shall sell or otherwise transfer for valuable consideration all or any part of his shares of stock to any person, not then holding stock of this corporation, until such shares first shall have been offered for sale either to this corporation by written instrument addressed and delivered to the secretary or to a person who has been approved as a stockholder by all of the then officers of the corporation in a duly adopted resolution. Such offer shall be made at a price not greater than, and on terms equivalent to, that made the offeror by a bona fide bidder for such shares. Upon such offer for sale, those to whom the offer had been made may, not later than 30 days after the making of such offer, accept it by the delivery to the offeror of an executed instrument, a copy of which shall be delivered to the secretary of the corporation, indicating such acceptance and directing the transfer of all or any part of the shares so offered to the stockholder or stockholders designated therein, in such proportions as they may elect, or to any person, whether or not a stockholder, designed in such instrument by the officers. Failure to execute and deliver such instrument within the 30-day period shall constitute a rejection of the offer by the corporation or by the stockholders so failing or by a person so designated; and the offeror, thereafter, shall be free to dispose as he shall see fit of those shares which the corporation or any other stockholder or designated person has not agreed to purchase. This provision shall not be deemed to restrict the transfer of stock of this corporation by bequest or descent and distribution or to restrict a pledge or assignment shall be subject to this provision.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation: None

SEVENTH. The address of the initial registered office of the corporation is 950 Smith Street, Providence, Rhode Island 02908 (add Zip Code) and the name of its initial registered agent at such address is: Raymond W. Monaco, Esq.

EIGHTH. 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Raymond W. Monaco	950 Smith St., Providence, RI 02908

NINTH. The name and address of each incorporator is:

Name	Address
Raymond W. Monaco	950 Smith St., Providence, RI 02908

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF Providence } ~~TOWN~~ }

in said county this 26th day of March, A.D. 1985
then personally appeared before me Raymond W. Monaco

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.

NORMAN E. V. D'ANDREA
ATTORNEY AT LAW
950 SMITH STREET
PROVIDENCE, RI 02908

Notary Public

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MAR 26 1985

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