

Filing fee: \$50.00

Corp. I.D.#62816

BUSINESS CORPORATION

*State of Rhode Island and Providence
Plantations*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

SWAROVSKI OPTIK NORTH AMERICA LIMITED

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SWAROVSKI OPTIK NORTH AMERICA LIMITED.

2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on February 8, 1999 in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment to the Articles of Incorporation:

Article SIXTH of the Articles of Association of the corporation is amended in its entirety to read as follows:

"SIXTH: It is intended that any director or officer of the corporation have all the indemnification rights set forth in Rhode Island General Laws § 7-1.1-4.1, as amended, and the Corporation is authorized to take such action as it deems necessary to provide such indemnification."

3. The number of shares of the corporation outstanding at the time of such adoption was 300; and the number of shares entitled to vote thereon was 300.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

None

5. The number of shares voted for such amendment was 300 and the number of shares voted against such amendment was 0.

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STATE OF RHODE ISLAND
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6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

None

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

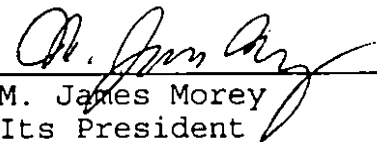
None

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:


No change

9. Date when Amendment is to become effective: upon filing.

Dated: February 8, 1999

By: 
M. James Morey
Its President

AND

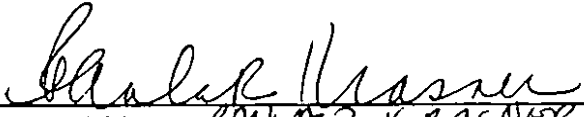
By: 
Norman G. Orndenker
Its Secretary

State of Rhode Island

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County of Providence

At Providence in said county on this 26th day of February, 1999, personally appeared before me Norman G. Orodener known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.


Notary Public PAULA R. ORODENER
My Commission Expires: 7/10/01