

CERTIFICATE OF INCORPORATION
OF
SNOW & STARS CORPORATION
UNDER CHAPTER 7-1.1 OF THE BUSINESS CORPORATION LAW,
GENERAL LAWS, 1956, AS AMENDED

The undersigned, a natural person at least twenty-one years of age for the purpose of forming a corporation pursuant to the provisions of the Business Corporation Law of the State of Rhode Island, does hereby certify as follows:

FIRST: The name of the corporation is
SNOW & STARS CORPORATION

SECOND: The corporation is to have perpetual
existence.

THIRD: The purposes for which it is to be formed are
as follows:

1. To import, export, manufacture, buy, sell, hold and deal in general merchandise, sundry merchandise, jewelry and other personal ornaments, department store supplies and merchandise, equipment, goods, supplies and apparatus of every kind.

2. To manufacture, import, export, buy, sell, distribute, wholesale, retail, lease or otherwise acquire, hold or dispose of any and all kinds of jewelry, costume jewelry, personal ornaments, precious, semiprecious and nonprecious, stones, metallic and nonmetallic minerals, and the products, by-products, and derivatives thereof.

3. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate, and introduce, and to sell, assign, grant licenses or territory rights in respect to or otherwise to turn to account or dispose of, copyrights, trademarks, trade names, brands, labels, patent rights or letters patent of the United States or of any other country or

government, inventions, improvements, and processes whether used in connection or secured under letters patent or otherwise.

4. To buy, sell, deal in or with any and all of commodities, securities, produce, wares, merchandise or goods and any and all commodities, products or securities dealt in upon any Board of Trade or Exchange or market, either as principal or agent, upon any basis allowed by such Exchange or market and agreed to in the contract of purchase or selling between the buyer or seller thereof.

5. To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, goods and wares of every kind and nature, and to purchase, sell and deal in and with goods and wares of every kind and nature in exportation from and importation into, the United States, to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell merchandise in domestic and foreign markets and to do a general foreign and domestic exportation and importing business.

6. To transact the business of investing in any part of its capital and such additional funds as it may obtain or any interest therein, and selling or otherwise disposing of the same or any part thereof or interest therein.

7. To have one or more offices in this state or in any other state, territory, district or colony of the United States or in any other country or nation to carry on all or any part of its operations and business.

8. To purchase or otherwise acquire, hold, own, sell, or otherwise dispose of real property, improved or unimproved, and personal property, tangible or intangible, including, without limitation, goods, wares, merchandise of every description and the securities and obligations of any issuer whether or not

incorporated.

9. To transact any or ail lawful business for which corporations may be incorporated under Chapter 7-1.1 of the Rhode Island Business Corporation Law.

In addition to the foregoing purposes and whether or not in furtherance or related thereto;

10. To do everything necessary and proper for the accomplishment of the objects herein stated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary to the attainment to the purposes of this corporation whether such business is similar in nature to the objects hercin above set forth or otherwise.

FOURTH: The principal office in the state of Rhode Island is located in the City of Providence, County of Providence.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is two thousand five hundred (2,500) common shares of par value of One Hundred Dollars (\$100) per share.

SIXTH: The address of the initial registered office of the corporation is 111 Westminster Street, Providence, Rhode Island 02903, and the name of its initial registered agent at such address is CT Corporation System.

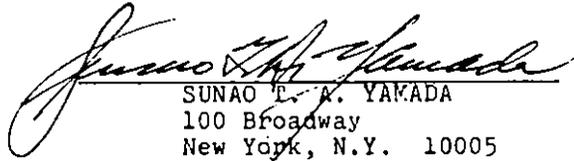
SEVENTH: The date when corporate existence is to begin is immediately upon filing of these articles of incorporation.

EIGHT: The number of directors constituting the initial Board of Directors, which Board shall serve until the first annual meeting of share holders or until their successors

be elected and qualify, is five (5) and their names and addresses are as follows:

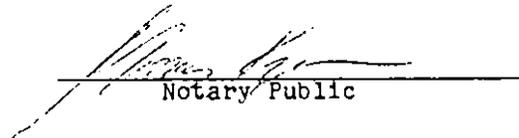
1. Tetsuzo Nakagawa - Nakagawa Seisakusho, Ltd.
29-7, Yanagibashi,
1 Chome, Daito-ku
Tokyo, Japan.
2. Shigeru Miyazaki - Nakagawa Seisakusho, Ltd.
29-7, Yanagibashi,
1 Chome, Daito-ku
Tokyo, Japan.
3. Kinsaburo Nakagawa - Nakagawa Seisakusho, Ltd.
29-07, Yanagibashi,
1 Chome, Daito-ku
Tokyo, Japan.
4. Mikio Kakinuma - Kakinuma Kinzoku Kogyo, Ltd.
656, Tonozato, Tsuchiura-shi,
Ibaraki-Pref, Japan.
5. Sunao T.A. Yamada - 100 Broadway
New York, N.Y. 10005.

IN WITNESS WHEREOF, I have made, signed and acknowledged this Certificate of Incorporation this 19th day of January, 1972.


SUNAO T. A. YAMADA
100 Broadway
New York, N.Y. 10005

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 19th day of January, 1972, before me personally came SUNAO T. A. YAMADA to me known and known to me to be an individual described in and who executed the foregoing certificate and he acknowledged to me that he executed the same.


Notary Public

MOONRAY KOJIMA
Notary Public, State of New York
No. 31-217059
Qualified in New York County
Commission Expires March 30, 1973

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF INCORPORATION
OF
SNOW & STARS CORPORATION

I, Secretary of State
hereby certify that duplicate originals of Articles of Incorporation for the incorporation of Snow & Stars Corporation duly signed and verified pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law, and that the foregoing is a duplicate original of the Articles of Incorporation.

WITNESS my hand and the seal of the
State of Rhode Island this
day of _____, 19

Secretary of State

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CERTIFICATE OF INCORPORATION

OF

SNOW & STARS CORPORATION

UNDER CHAPTER 7-1.1.1 OF THE
L.C. of STATE 015 CD***11000
GENERAL LAWS, 1956,
AS AMENDED.

Dated: January 19, 1972

YAMADA AND MARTOCCI
ATTORNEYS AT LAW
100 BROADWAY
NEW YORK, N. Y. 10003
227-1812

FEB 1 - 1972