

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

Saxon International Jewelry Company, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
amended, the undersigned corporation, organized under the laws of the State of
Rhode Island, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is Saxon International Jewelry Company, Inc.

SECOND: The address of its present registered office is
83 Byfield Street, Warwick, RI 02888

THIRD: The address to which its registered office is to be changed is
One International Way, Warwick, RI 02886

FOURTH: The name of its present registered agent is Vito A. Scola

FIFTH: The name of its successor registered agent is same

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated September 24, 19 90

SAXON INTERNATIONAL JEWELRY COMPANY, INC.

By: Doreen M. Scola
Doreen M. Scola
Its President

02 # 47369
RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
SEP 20 4 07 PM '90

STATE OF Rhode Island
COUNTY OF Kent } Sc.

At Warwick in said county on this 24th day
of October, 19 90, personally appeared before me
Doreen M. Scola, who, being by me first duly sworn, declared that she
is the President of Saxon International
that she signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Terese M. Prugnant
Notary Public

My Commission expires 6/30/91