

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 74340

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 Creative Castings, Inc.

(A close corporation pursuant to §7-1.1-51 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:
To engage in the business of jewelry manufacturing and any activity related thereto.

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

(a) *If only one class:* Total number of shares 8,000

(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.)

All of which are without par value and all of which are common shares

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:

See attachment # 1

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

See attachment # 2

SEVENTH. The address of the initial registered office of the corporation is 81 Hollyhock Drive, Cranston, RI 02920 (add Zip Code) and the name of its initial registered agent at such address is:

Michael S. Resnick

Michael S. Resnick

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is Two 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
Ivan H Rozowsky	12 John Street, Southborough, MA 01772
Selwyn Katz	391 North Ridge Street, Rye Brook, NY 10573

NINTH. The name and address of each incorporator is:

Name	Address
Ivan H Rozowsky	12 John Street, Southborough, MA 01772

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

OCTOBER 25, 1993

Dated 10/25, 1993

I Rozowsky
Signature of each incorporator

STATE OF RHODE ISLAND

COUNTY OF

Providence

In the

City

Town

of

Providence

in said county this *25th* day of *October*, A.D. 19*93*

then personally appeared before me *Ivan H. Rozowsky*

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.

Andrea M. Lotolo
Notary Public *8/21/95*

Rec'd & Filed OCT 25 1993

AMZ#29
108/08

RECORDED
INDEXED
OCT 25 1993
NOTARY PUBLIC
IVAN H. ROZOWSKY

Attachment to
"ORIGINAL ARTICLES OF INCORPORATION"
"CREATIVE CASTINGS, INC."

Article FIFTH (Attachment 1)

Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

Attachment to
"ORIGINAL ARTICLES OF INCORPORATION"
"CREATIVE CASTINGS, INC."

Article SIXTH (Attachment 2)

For the regulation of the business and the conduct of the affairs of the corporation, it is further provided:

- 1) The Board of Directors of the corporation may, from time to time, and in conformity with the provisions of the Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property out of the unreserved and unrestricted capital surplus of the corporation.
- 2) Any or all of the directors of the corporation may be removed for cause or without cause by the shareholders entitled to vote in the election of directors. Any one or more of the directors may be removed for cause by the action of the Board of Directors.
- 3) The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provision of subsection (a)(6) of Section 7-1.1-48 of the Rhode Island Business Corporation Act, as the same may be amended and supplemented.
- 4) The corporation shall, to the fullest extent permitted by the Rhode Island Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify, and, in connection therewith, to purchase and maintain insurance, under said Act, from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act.
- 5) Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.