

Filing Fee: \$150.00



**State of Rhode Island and Providence Plantations**

OFFICE OF THE SECRETARY OF STATE  
CORPORATION'S DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903-1335

Corp. I.D. #

92942

**BUSINESS CORPORATION**

**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 ERIC HEDISON, LTD.

(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 PROVIDE REPRESENTATION FOR JEWELRY AND ACCESSORY FIRMS.

Also, the nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Rhode Island.

**FILED**

JAN 3 1997

By

*[Signature]*

176263

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

- (a) *If only one class:* Total number of shares ..... 1,000 ..... all shares are without par value  
(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.)

or

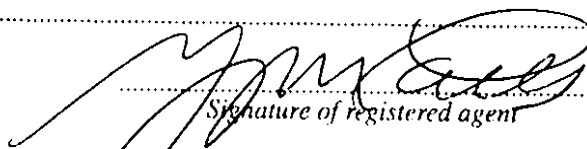
- (b) *If more than one class:* Total number of shares .....  
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any 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 shareholder shall transfer, alienate or in any way dispose of any shares of the corporation unless such shares shall be first offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase said shares at a price equal to the lowest appraised value thereof, within sixty (60) days after said offer. After the expiration of said time, the shareholder, if the corporation shall not have exercised its option to purchase said shares, shall be free to transfer, alienate or otherwise dispose of said shares without any restrictions whatsoever.

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

SEVENTH: The address of the initial registered office of the corporation is Suite 305, Summit West, 300 Centerville Road, Warwick, RI 02886 (add Zip Code) and the name of its initial registered agent at such address is: George M. Landes

  
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is 0 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
none elected at this time	

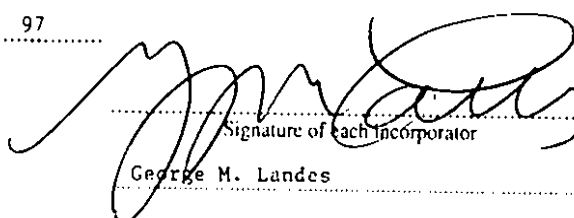
NINTH: The name and address of each incorporator is:

Name	Address
George M. Landes	Suite 305, Summit West 300 Centerville Road Warwick, RI 02886

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

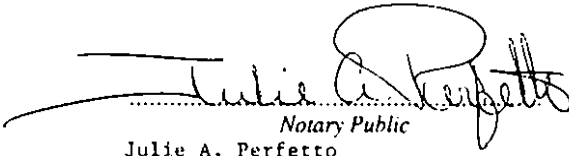
upon filing of articles of incorporation

Dated January 3, 19 97

  
Signature of each incorporator  
George M. Landes

STATE OF RHODE ISLAND } City  
COUNTY OF Kent } In the } of Warwick  
TOWN }  
in said County this 3rd day of January, A.D. 19 97  
then personally appeared before me George M. Landes

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.

  
Notary Public  
Julie A. Perfetto  
My commission expires: 8/5/97