

Filing Fee \$50.00



Corp. I.D. #

87452

State of Rhode Island and Providence Plantations

Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

PLEASE TAKE NOTICE that the corporation must be in good standing prior to filing

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

Paultom Jewelers, Inc.

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:

FIRST: The name of the corporation is Paultom Jewelers, Inc.

SECOND: The shareholders of the corporation on August 29, 1997,
in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended,
adopted the following amendment (s) to the Articles of Incorporation:

[Insert Amendment (s)]

The name of the Corporation is STENCEL JEWELERS, INC.

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By 190213

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1000; and the number of shares entitled to vote thereon was 1000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
No par common	1000

FIFTH: The number of shares voted for such amendment was 1000; and the number of shares voted against such amendment was 0.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
none		

SEVENTH: 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: (If no change, so state)

no change

EIGHTH: 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: (If no change, so state)

no change

Dated 8/29, 19 97

Paulton Jewelers, Inc.

By *Paul W. L...*
Its President or Vice President
and *Alan S. L...*
Its Secretary or Assistant Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

At Providence in said County on this 29th day
of August, 1997, personally appeared before
me Paul Wisniewski and Thomasz Stencel they are
President and
Vice President respectively of Paulton Jewelers, Inc.
they
that he/she signed the foregoing document as the authorized of the
corporation, and that the statements therein contained are true.

Notary Public

(NOTARIAL SEAL)

