

Filing fee: \$50.00

Corp. I.D.# 10096

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SWAROVSKI JEWELRY U.S. LIMITED

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 Swarovski Jewelry U.S. Limited.

SECOND: The shareholders of the corporation on December 14, 1993, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment to the Articles of Incorporation:

Article FIRST of the Articles of Incorporation of the corporation is amended to provide for close corporation status, and shall read in its entirety as follows:

"FIRST: The name of the corporation is Swarovski Jewelry U.S. Limited. (a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)"

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 300; and the number of shares entitled to vote thereon was 300.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

None

FIFTH: The number of shares voted for such amendment was 300 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:

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:

None

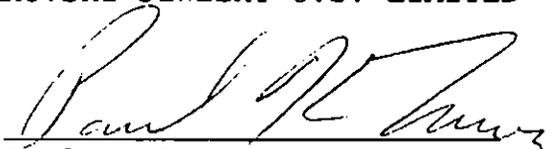
EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

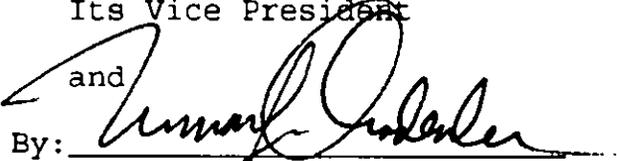
No change

DATE when this Amendment shall go into effect: January 1, 1994 .

Dated: December 21, 1993

SWAROVSKI JEWELRY U.S. LIMITED

By: 
Paul K. Lawer
Its Vice President

and
By: 
Norman G. Orodener
Its Secretary

State of Rhode Island

} Sc.

County of Providence

At Providence in said county on this 21 day of December, 1993, personally appeared before me Norman G. Orodener known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.

Paula Krasner
Notary Public

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