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State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

SWAROVSKI AMERICA 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 America Limited

SECOND: The shareholders of the corporation on December 20, 1988, 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)]

"FIRST. The name of the Corporation is Swarovski Jewelry U.S. Limited."

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: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
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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: (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 January 3, 19 89

SWAROVSKI AMERICA LIMITED
By Richard Calk
Richard Calk
Its Vice President
and Norman G. Oederker
Norman G. Oederker
Its Secretary

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 3rd day of
January, 1989, personally appeared before me Norman G.
Orodenker, who, being by me first duly sworn, declared that he is the
Secretary of Swarovski America Limited

that he signed the foregoing document as of the
corporation, and that the statements therein contained are true.

Susan Leach DeBlasio
Notary Public

Susan Leach DeBlasio

(NOTARIAL SEAL)

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

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Rec'd & Filed JAN 03 1989