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**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF**

FIESTA JEWELRY CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)
amended, the undersigned corporation, organized under the laws of the State of
Delaware, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is FIESTA JEWELRY CORPORATION

SECOND: The address of its present registered office is 101 Dyer Street,
Suite 3A, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
1500 Fleet Center, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
Prentice-Hall Corporation System

FIFTH: The name of its successor registered agent is Paul A. Silver

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated May 16, 1986

FIESTA JEWELRY CORPORATION

By

Its President

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } Sc.

At Providence in said county on this 16th day
of May, 1986, personally appeared before me
Jerome Leventhal, who, being by me first duly sworn, declared that he
is the President of FIESTA JEWELRY CORPORATION
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

MAY 16 1986
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Deborah Hurley
Notary Public
DEBORAH HURLEY