

State of Rhode Island and Providence Plantations

BUSINESS CORPORATION

ORIGINAL 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 KAY JEWELSMITHS OF
RHODE ISLAND, INC.

(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 manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise, and personal property of every class and description.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares One Hundred (100)

(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.)

One Dollar (\$1.00) per share

or

(b) *If more than one class:* Total number of shares _____

(State (A) the number of the 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:

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 111 WESTMINSTER STREET, PROVIDENCE, RHODE ISLAND 02903 (add Zip Code) and the name of its initial registered agent at such address is:

C T CORPORATION SYSTEM

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three 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
Roy I. Weitzer	5 Rock Spring Avenue, W. Orange, N. J.
Murray Ackerman	222 Nassau Blvd., West Hempstead, NY
Charles Jaffe	141-40 - 71st Road, Flushing NY 11367

NINTH. The name and address of each incorporator is:

Name	Address
Roy I. Weitzer	5 Rock Spring Ave., W. Orange, NJ
Murray Ackerman	222 Nassau Blvd., West Hempstead, NY
Charles Jaffe	141-40 - 71st Road, Flushing NY 11367

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

On the date of filing

Dated May 6, 1974

Roy I. Weitzer
Murray Ackerman
Charles Jaffe

NEW YORK
STATE OF ~~NEW YORK~~ } In the City } of NEW YORK
COUNTY OF NEW YORK } ~~TOWN~~ }

in said county this 6th day of May, A. D. 19 74

then personally appeared before me Roy I. Weitzer, Murray Ackerman and
Charles Jaffe

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.

Philip F. Johnson
Notary Public

PHILIP F. JOHNSON
Notary Public, State of New York
No. 31-7102700
Qualified in New York County
Commission Expires March 30, 1976

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REC. OF SEC. OF STATE 5071 60*** 110.00

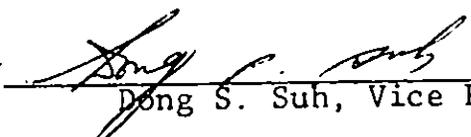
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JUL 17 1974

To The Secretary of State
State of Rhode Island
Providence, Rhode Island

KAY JEWELRY COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Georgia, and authorized to transact business in the State of Rhode Island hereby consents to the incorporation in Rhode Island of a corporation having the name Kay Jewel-smiths of Rhode Island, Inc. pursuant to a vote of the Board of Directors of this Corporation, an attested copy of which is attached hereto.

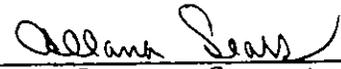
IN WITNESS WHEREOF said Kay Jewelry Company has caused these presents to be executed in its corporate name by its Vice President, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 6th day of May, 1974.

KAY JEWELRY COMPANY

By 
Dong S. Suh, Vice President

(CORPORATE SEAL)

ATTEST:


Allana Sears, Secretary

To The Secretary of State
State of Rhode Island
Providence, Rhode Island

I, Dong S. Suh, Vice President of Kay Jewelry Company, a Georgia corporation, hereby certify that the following is a true copy of resolutions duly adopted by the Board of Directors of the Company at a special meeting of the said Board duly called, constituted and held on the 6th day of May, 1974.

WHEREAS, There has been proposed the formation of a corporation pursuant to the laws of the State of Rhode Island under the name KAY JEWELSMITHS OF RHODE ISLAND, INC.; and

WHEREAS, The Secretary of State has requested the expression of an opinion of this Board concerning the similarity of the proposed name to that of this Corporation;

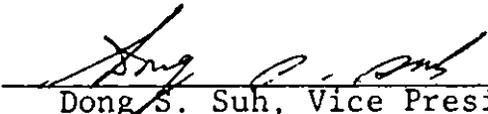
THEREFORE BE IT RESOLVED, That in the opinion of this Board the above mentioned proposed name does not so nearly resemble that of this Corporation as to tend to confuse or deceive, and the Board hereby consents to the use of such name; and further

To The Secretary of State
State of Rhode Island
Providence, Rhode Island

Kay Jewelry Co. of Woonsocket, Inc., a corporation organized and existing under and by virtue of the laws of the State of Rhode Island, hereby consents to the incorporation in Rhode Island of a corporation having the name Kay Jewelsmiths of Rhode Island, Inc., pursuant to a vote of the Board of Directors of this corporation, an attested copy of which is attached hereto.

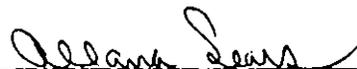
IN WITNESS WHEREOF said Kay Jewelry Co. of Woonsocket, Inc. has caused these presents to be executed in its corporate name by its Vice President, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 6th day of May, 1974.

KAY JEWELRY CO. OF WOONSOCKET, INC.

By 
Dong S. Suh, Vice President

(CORPORATE SEAL)

ATTEST:


Allana Sears, Assistant Secretary

To The Secretary of State
State of Rhode Island
Providence, Rhode Island

I, Dong S. Suh, Vice President of Kay Jewelry Co. of Woonsocket, Inc., a Rhode Island corporation, hereby certify that the following is a true copy of resolutions duly adopted by the Board of Directors of the Company at a special meeting of the said Board duly called, constituted and held on the 6th day of May, 1974.

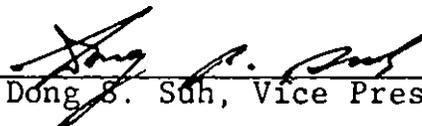
WHEREAS, There has been proposed the formation of a corporation pursuant to the laws of the State of Rhode Island under the name KAY JEWELSMITHS OF RHODE ISLAND, INC.; and

WHEREAS, The Secretary of State has requested the expression of an opinion of this Board concerning similarity of the proposed name to that of this Corporation;

THEREFORE BE IT RESOLVED, That in the opinion of this Board the above mentioned proposed name does not so nearly resemble that of this corporation as to tend to confuse or deceive, and the Board hereby consents to the use of such name; and further

RESOLVED, That the proper officers of this Corporation be and they hereby are authorized and directed to certify to the Secretary of State that the foregoing resolution has been duly adopted by this Board.

IN WITNESS WHEREOF, The undersigned has caused his hand and the seal of the Corporation to be hereunto affixed this 7th day of May, 1974.



Dong S. Suh, Vice President

(SEAL)

ATTEST:



Allana Sears, Assistant Secretary

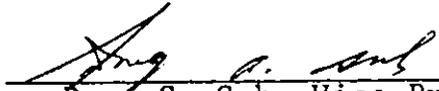
To the Secretary of State
State of Rhode Island
Providence, Rhode Island

The Kay Jewelry Company of Norwich, Inc., a corporation organized and existing under and by virtue of the laws of the State of Connecticut, and authorized to transact business in the State of Rhode Island hereby consents to the incorporation in Rhode Island of a corporation having the name Kay Jewelsmiths of Rhode Island, Inc. pursuant to a vote of the board of directors of this corporation, an attested copy of which is attached hereto.

IN WITNESS WHEREOF said The Kay Jewelry Company of Norwich, Inc. has caused these presents to be executed in its corporate name by its Vice President, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 6th day of May, 1974.

THE KAY JEWELRY COMPANY OF NORWICH, INC.

By


Dong S. Suh, Vice President

(CORPORATE SEAL)

ATTEST:


Allana Sears, Secretary

To The Secretary of State
State of Rhode Island
Providence, Rhode Island

I, Dong S. Suh, Vice President of The Kay Jewelry Company of Norwich, Inc. a Connecticut corporation, hereby certify that the following is a true copy of resolutions duly adopted by the Board of Directors of the Company at a special meeting of the said Board duly called, constituted and held on the 6th day of May, 1974.

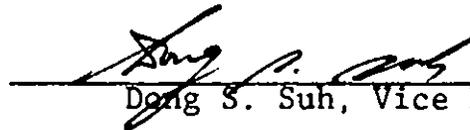
WHEREAS, There has been proposed the formation of a corporation pursuant to the laws of the State of Rhode Island under the name KAY JEWELSMITHS OF RHODE ISLAND, INC.; and

WHEREAS, The Secretary of State has requested the expression of an opinion of this Board concerning similarity of the proposed name to that of this Corporation;

THEREFORE BE IT RESOLVED, That in the opinion of this Board the above mentioned proposed name does not so nearly resemble that of this Corporation as to tend to confuse or deceive, and the Board hereby consents to the use of such name; and further

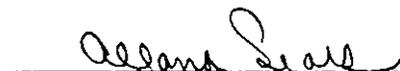
RESOLVED, That the proper officers of this Corporation be and they hereby are authorized and directed to certify to the Secretary of State that the foregoing resolution has been duly adopted by this Board.

IN WITNESS WHEREOF, The undersigned has caused his hand and the seal of the Corporation to be hereunto affixed this 7th day of May, 1974.


Dong S. Suh, Vice President

(SEAL)

ATTEST:


Allana Sears, Secretary