

ORIGINAL ARTICLES OF ASSOCIATION

(BUSINESS CORPORATION)

Know all Men by these Presents, That we Joseph E. Adelson, Melvin A. Chernick and Edna M. Gregory

all of lawful age, hereby agree to and with each other:

FIRST. To associate ourselves together with the intention of forming a corporation under and by virtue of the powers conferred by Chapters 7-1 to 7-5 (inclusive), 7-9 and 7-10 of the General Laws of Rhode Island.

SECOND. Said corporation shall be known by the name of LAKELAND DISTRIBUTORS OF OHIO, INC.

THIRD. Said corporation is formed (as permitted by § 7-2-3 of the General Laws) for the purpose of To carry on a general merchandising, mercantile, commission, trading and manufacturing business or any one or more or all of them in any or all of its or their branches and without limiting its general purposes and powers; to acquire, sell, service, repair and otherwise deal in and with watchbands, identification bands, jewelry chain, cigarette lighters, handbags, jewelry, costume jewelry, and all other mens' and womens' accessories of every nature and description and all promotional products of every nature and description used in conjunction with the sale thereof.

In addition to the foregoing, said corporation shall have the following powers and authority, viz:—(See § 7-2-10 of the General Laws.)

To do any lawful act which is necessary or proper to accomplish the purposes of its incorporation. Without limiting or enlarging the effect of this general grant of authority, it is hereby specifically provided that every corporation shall have power:

- (a) to have perpetual succession in its corporate name, unless a period for its duration is limited in its articles of association or charter;
- (b) to sue and be sued in its corporate name;
- (c) to have and use a common seal, and alter the same at pleasure;
- (d) to elect such officers and appoint such agents as its business requires, and to fix their compensation and define their duties;
- (e) to make by-laws not inconsistent with the Constitution or laws of the United States or of this state, or with the corporation's charter, or articles of association, determining the time and place of holding and the manner of calling and of conducting meetings of its stockholders and directors, the manner of electing its officers and directors, the mode of voting by proxy, the number, qualifications, powers, duties and term of office of its officers and directors, the number of directors and of shares of stock necessary to constitute a quorum, which number may be less than a majority, and the method of making demand for payment of subscriptions to its capital stock, and providing for an executive committee to be elected from and by the board of directors and defining its powers and duties, and containing any other provisions, whether of the same or of a different nature, for the management of the corporation's property and the regulation and government of its affairs;
- (f) to make contracts, incur liabilities and borrow money;
- (g) to acquire, hold, sell and transfer shares of its own capital stock; provided, that no corporation shall use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation;
- (h) to acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities or evidences of indebtedness created by, or the shares of the capital stock of, any other corporation or corporations of this state or of any other state, country, nation or government, and while owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;
- (i) to guarantee, ~~the shares of its own capital stock, or~~ any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government;
- (j) to acquire, hold, use, manage, convey, lease, mortgage, pledge or otherwise dispose of within or without this state any other property, real or personal, which its purposes shall require;
- (k) to conduct business and have offices in this state and elsewhere; provided, however, that nothing in this section contained shall authorize any corporation to carry on the business of a bank, savings bank or trust company.

(OVER)

FOURTH. Said corporation shall be located in Providence, Rhode Island.
(City or Town)

FIFTH. The TOTAL amount of authorized capital stock of said corporation, with par value, shall be Twenty-Five Thousand (\$25,000) dollars as follows, viz:
Common stock in the amount of Five Thousand (\$5,000) dollars to be divided into Five Thousand (5,000) shares of the par value of One (\$1.00) dollars each; and
Preferred stock in the amount of Twenty Thousand (\$20,000) dollars, to be divided into Two Hundred (200) shares, of the par value of One Hundred (\$100.00) dollars each.

(Or if capital stock is without par value)

The TOTAL number of shares of capital stock authorized, without par value, shall be _____ shares
as follows, viz:— _____ shares of
Common stock, without par value; and
_____ shares of
Preferred stock, without par value.

(If capital stock is divided into two or more classes) Description of several classes of stock, including terms on which they are created, and voting rights of each, viz:—

SEE RIDER "A"

SIXTH. (~~Not perpetual~~) The ~~period of~~ duration of said corporation shall ~~be~~
~~not~~ be perpetual.

(Further provisions not inconsistent with law)

SEVENTH In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make and alter the by-laws of the corporation, to authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, to set apart out of any of ~~the~~ the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created, and to choose from its own membership an executive committee to which executive committee may be delegated all the powers of the board of directors ~~in~~ in the management of the business of the corporation while the board is not in session.

In Testimony Whereof. We have hereunto set our hands and stated our residences this 24th day of December, A. D. 19 63

NAME	RESIDENCE (No. Street, City or Town)
<i>Joseph E. Adelson</i>	121 Emeline St., Providence, R. I. /
<i>Melvin A. Chernick</i>	335 Doyle Ave., Providence, R. I.
<i>Edna M. Gregory</i>	963 Greenville Ave., Greenville, R. I.

STATE OF RHODE ISLAND, } City } of Providence
COUNTY OF Providence } In the }
in said county this 24th day of December, A. D. 19 63
then personally appeared before me Joseph E. Adelson, Melvin A. Chernick
and Edna M. Gregory

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.

William Trivisonno
Notary Public.

MO 1078 X

(BUSINESS CORPORATION)

ORIGINAL

ARTICLES OF ASSOCIATION OF

*Labland Distribution
Corp*

STATE OF MISSISSIPPI
RECEIVED 540 CD*****5.00

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

DEC 2 1963 19

RIDER "A"

The holders of the preferred stock shall be entitled to receive, when and as declared by the board of directors of the corporation, out of any assets of the corporation available for dividends pursuant to the laws of the State of Rhode Island, preferential dividends at the rate of six per centum (6%) on the par value thereof, per annum and no more, payable annually, semi-annually, or quarterly on such dates as may be determined by the board of directors in each year before any dividend shall be declared or paid upon or set apart for the common stock. Such dividends upon the preferred stock shall be non-cumulative so that the holders of said stock shall be entitled to receive only such dividends not exceeding dividends at the rate of six per centum (6%) on the par value thereof during any one year, as may, in the unlimited discretion of the board of directors, be declared and made payable. Whenever the full dividend upon the preferred stock at the rate of six per centum (6%) on the par value thereof shall have been paid or declared and a sum sufficient for the payment thereof set apart in any year, then dividends upon the common stock may be declared by the board of directors out of the remainder of the assets available therefor.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid one hundred dollars (\$100.00) per share, together with a sum of money equivalent to the amount of any dividends declared thereon and remaining unpaid at the date of such liquidation, dissolution or winding up of the corporation.

After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, according to the number of shares held by each. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit of the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the preferred stock.

Except as expressly required by law or as herein otherwise provided, the holders of the preferred stock shall have no voting power to vote and all entitled to notice of meetings of stockholders, all rights to vote and all voting power being vested exclusively in the holders of the common stock.

No stockholder of this corporation shall by reason of his holding shares have any preemptive or preferential right to purchase or subscribe to any shares of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the board of directors, in its discretion from time to time may grant, and at such price as the board of directors in its discretion may fix; and the board of directors may issue shares of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares without offering any such shares either in whole or in part, to the existing stockholders.