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ARTICLES OF INCORPORATION
OF

WRIGHT'S JEWELERS, INC.

A CLOSE CORPORATION

UNDER THE ALABAMA CLOSE CORPORATION STATUTE

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is:

WRIGHT'S JEWELERS, INC.

2. CLOSE CORPORATION STATUS: This corporation shall be a close corporation as authorized by the Alabama Business Corporation Act, Sections 10-2A-300 through 10-2A-313, Code of Alabama (1975), and shall be governed by the laws governing or applicable to such close corporations.

3. PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.

4. PURPOSES:

(a) The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporations Act, including, but not limited to, the buying, selling, trading, manufacture of jewelry with custom designs, and any and all business endeavors included in the wholesale, retail and commercial jewelry business.

(b) In furtherance, but not limitation of, the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire and deal in real and personal property or any interest therein of any kind or character, wherever situated;

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[Handwritten signature]

(ii) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation ; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto;

(iii) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant;

(iv) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the good will, rights, assets and properties of any person, firm, partnership, association, trust, estate, or corporation; to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation;

(v) To acquire, by purchase, subscription, or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or

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issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country; to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participation, partnership interests, mortgages, or other securities, the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, indebtedness notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and while the owner thereof, to exercise all rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of corporation and whether or not the exercise of such rights or ownership and the retention of such property involves a sharing or delegation of control over the business or property of business or property of this corporation with or to persons other than the board of directors of the corporation;

(vi) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise;

(vii) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments;

(viii) To issue bonds, debentures or other securities or obligations and to secure the same by

mortgage, pledge, deed of trust or otherwise;

(ix) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, script or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same;

(x) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, script, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, or any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture;

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders;

(xii) To enter into, make and perform contracts of every kind for any lawful purpose, without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state territory, municipality, county, government, governmental district, bond politic, or any subdivision or instrumentality thereof;

(xiii) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust,

estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involve the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation;

(xv) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise, except as limited by State statute which governs this corporation;

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees;

(xvii) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such employee is not by or in the right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture,

trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability;

(xviii) To make donations for the public welfare or for charitable, scientific or educational purposes;

(xix) To transact any lawful business which the board of directors finds to be in aid of governmental policy;

(xx) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

5. AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be 100 shares of common stock at the par value of Ten Dollars (\$10.00) per share.

6. RESTRICTIONS ON TRANSFER OF STOCK: All issued shares of stock of this corporation of all classes shall be subject to the following restriction on transfer as authorized by the Alabama Business Corporation Act, Sections 10-2A-41 and 10-2A-301:

(a) For the purposes of this Paragraph 6:

(i) A shareholder desiring to sell or otherwise transfer give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror";

(ii) A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and

(iii) The shareholders, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)".

(b) Any shareholder in this corporation may, without restriction or limitation, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this corporation;

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree other than a then existing shareholder, the following procedures shall be followed:

(i) The offeror shall furnish and deliver to the corporation and to the optionee(s), at each of their last know business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated;

(ii) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove;

(iii) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interests in the corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the options to purchase proportionate shares of the offer's stock not aggregating the offer's entire stock shall be of no effect;

(iv) If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and

upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option;

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph 6;

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph 6 of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchaser pursuant to said original offer shall terminate.

7. REGISTERED OFFICE/INITIAL REGISTERED AGENT:

The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address is:

NAME OF INITIAL
REGISTERED AGENT

LOCATION AND MAILING
ADDRESS OF REGISTERED OFFICE

Mark D. McKnight

McKnight & Wirtes
22 Inverness Center Parkway
Birmingham, Alabama 35243

8. INITIAL BOARD OF DIRECTORS: The initial board of directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders of the corporation or until the successor or successors to such director be elected and qualify are:

NAME:

ADDRESS:

James D. Wright

220 Inverness Corners
Birmingham, Alabama 35243

Phyllis D. Wright

220 Inverness Corners
Birmingham, Alabama 35243

9. INCORPORATOR: The name and address of each incorporator whether one or more is:

James D. Wright
220 Inverness Corners
Birmingham, Alabama 35243

Phyllis D. Wright
220 Inverness Corners
Birmingham, Alabama 35243

10. LIMITATION ON NUMBER OF SHAREHOLDERS: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

11. This corporation is organized and incorporated under the provision of Section 1244 of the Internal Revenue Service Code from its inception and will elect S-corporation status, under the Internal Revenue Service Code, Section 1361.

EXECUTED ON THIS 14th day of June, 1990.

James D. Wright
James D. Wright

Phyllis D. Wright
Phyllis D. Wright

STATE OF ALABAMA :

COUNTY OF JEFFERSON ;

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that James D. Wright and Phyllis D. Wright, who are known to me, acknowledged before me on this day that the contents of the above and foregoing are true and correct to the best of their knowledge, information and belief.

Given under my hand and seal this 14th day of June, 1990.

Michelle Mathews
Notary Public

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My Comm. Expires May 30, 1993

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Wright's Jewelers, Inc.

I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "Wright's Jewelers, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of James Wright, 22 Inverness Center Pkwy, Birmingham, AL 35242 for a period of one hundred twenty days beginning June 8, 1990 and expiring October 7, 1990.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on June 8, 1990.

Perry A. Hand
Perry A. Hand
Secretary of State

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State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF Wright's Jewelers, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Wright's Jewelers, Inc., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Wright's Jewelers, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st day of August, 19 90.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

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Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate