

**ARTICLES OF INCORPORATION
OF
*BLUE NILE INCORPORATED***

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the Corporation hereby being formed under the Alabama Business Corporation Act, does hereby certify that:

Article 1. The name of the Corporation is:

BLUE NILE INCORPORATED

Article 2. The Corporation is formed for the following purposes:

The purpose or purposes for which the corporation is organized are for the transaction of any and all lawful business for which the corporation may be incorporated under the Alabama Business Corporation Act.

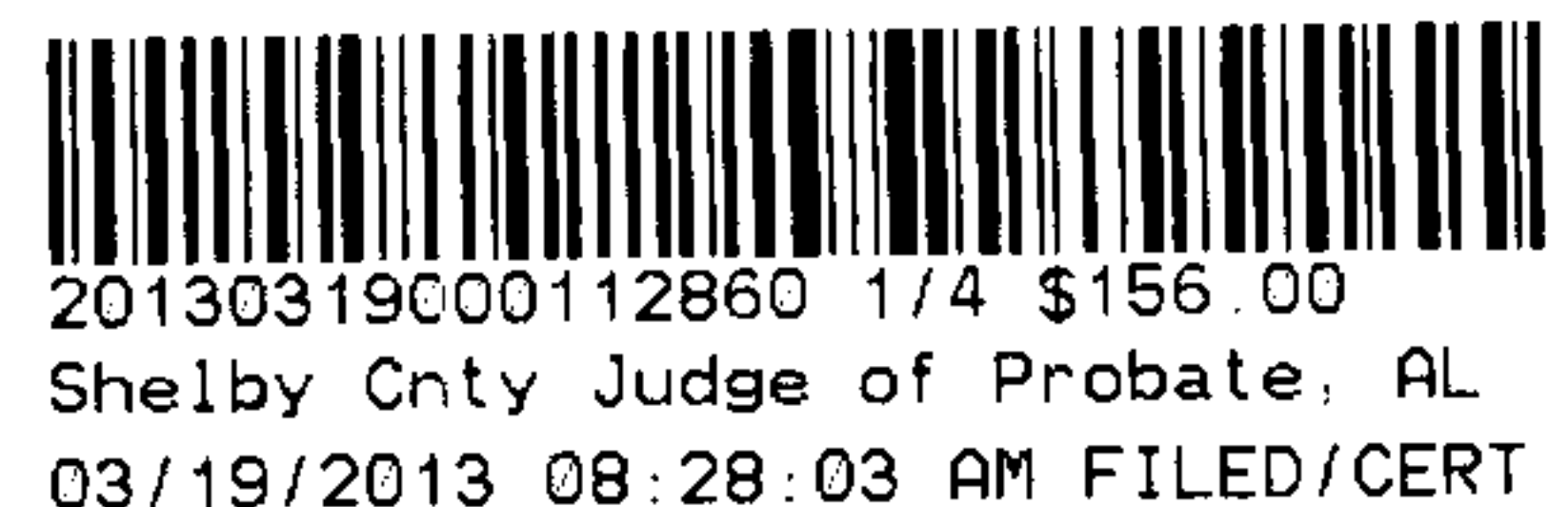
To enter into, perform and carry out contracts and agreements of every kind and nature, with any person, firm, corporation or other entity, and any state, county, municipal or other governmental body, including all boards, bureaus and agencies thereof.

To carry on any other activities necessary to, in connection with or incidental to the foregoing.

The provisions of this Article shall be construed as purposes and objects, and the matters expressed in each provision hereof shall not be limited in any way, except as otherwise expressly provided herein, by reference to or inference from the terms of any other provision hereof, and shall be regarded as independent purposes and objects. The enumeration of specified purposes and objects shall not be construed to exclude, limit or otherwise restrict in any manner any power, right or privilege given to the Corporation herein or by law, or to limit or restrict in any manner the meaning of the provisions hereof, or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

Article 3. The street address of the registered office of the Corporation in the State of Alabama is 1025 OAK TREE RD., HOOVER, AL 35244, and the name of the Corporation's initial registered agent upon whom process against the Corporation may be served at said registered office is REAM ALAA SHOREIBAH.

Article 4. The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, One Dollar (\$1.00) par value, all of which shall be of the same class and all of which are designated as common stock.



The undersigned, constituting the partners of BLUE NILE INCORPORATED, hereby acknowledges that the respective ownership interest and initial equity of the Corporation is as follows:


REAM ALAA SHOREIBAH	50%
MOHAMED GALAL SHOREIBAH	50%

Article 5. The number of directors constituting the initial Board of Directors of the Corporation is **TWO**. The number of directors of the Corporation may be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three shareholders, the number of directors may be less than three but not less than the number of shareholders. The name and address of each person who is to serve as a director until a successor is elected and qualifies are: REAM ALAA SHOREIBAH and MOHAMED GALAL SHOEIBAH having an address at 1025 OAK TREE RD., HOOVER AL 35244.

Article 6. The name of the incorporator is REAM ALAA SHOREIBAH and the mailing address of the incorporator is 1025 OAK TREE RD., HOOVER AL 35244.


Article 7. The duration of the Corporation is perpetual.



IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 18th **DAY OF MARCH, 2013**.


REAM ALAA SHOREIBAH
President


MOHAMED GALAL SHOREIBAH
Vice President


Sworn to and subscribed before me this 18th **day of MARCH, 2013**.


20130319000112860 2/4 \$156.00
Shelby Cnty Judge of Probate, AL
03/19/2013 08:28:03 AM FILED/CERT


Notary Public My Commission Expires: **Dec 17, 2016**

Jayesh M. Patel
Notary Public State of AL
My Comm. Expires Dec. 17, 2016

This document prepared by:

Small Business Accounting Services, Inc.
5865 Old Leeds Road, Suite A
Birmingham, Alabama 35210
(205)956-1836 Fax (205)951-3819


20130319000112860 3/4 \$156.00
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03/19/2013 08:28:03 AM FILED/CERT

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Blue Nile Incorporated

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of Small Business Accounting Services, 5865 Old Leeds Road,
Suite A, Birmingham , AL 35210 for a period of one hundred twenty days
beginning March 13, 2013 and expiring July 12, 2013.

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Shelby Cnty Judge of Probate, AL
03/19/2013 08:28:03 AM FILED/CERT



622-918

**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 this day.**

March 13, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State