

STATE OF ALABAMA )  
BIBB COUNTY )

ARTICLES OF INCORPORATION  
OF  
BISHMOR JEWELRY COMPANY, INC.

We, the undersigned natural persons of the age of 21 years or more, acting as the incorporators of a corporation organized under the Laws of the State of Alabama, adopt the following Certificate of Incorporation of such corporation:

FIRST: The name of the corporation is BISHMOR JEWELRY COMPANY, INC.

SECOND: The principal and registered office or place of business of the corporation is to be located at 106 First Avenue West, Alabaster, Alabama: mailing address, Post Office Box 604, Alabaster, Alabama 35007. The registered agent of said corporation is William E. Morris at said above address.

THIRD: The term of existence may be perpetual.

FOURTH: The purpose or purposes for which the corporation is organized is as follows:

A. To buy and sell jewelry or related apparel, appliances and accessories. Furthermore said corporation will sell at retail and at wholesale any and all goods items or markets not prohibited by law to be sold by such a corporation.

B. To engage in any business which a natural person can do.

John E. McFaris

C. To manufacture, purchase, or otherwise acquire, own, pledge, sell, assign, and transfer or otherwise dispose of, and invest, trade and deal in and with goods, wares, and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.

D. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

E. To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

F. To purchase, acquire, hold subdivide, develop, and operate real estate to erect buildings thereon, and to sell, lease, maintain, own, repair and operate such properties.

G. To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

H. To purchase otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip, or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

I. Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business,

and to buy, own, and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefore.

J. To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

K. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers herein contained is to be construed as authorizing this corporation to carry on the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is Eight Hundred (800) of the par value of One Dollar (\$1.00) per share. Ownership to be as follows: William E. Morris - 408 Shares, Ann H. Morris - 8 Shares, and Ted

R. Bishop - 384 Shares.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is Three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

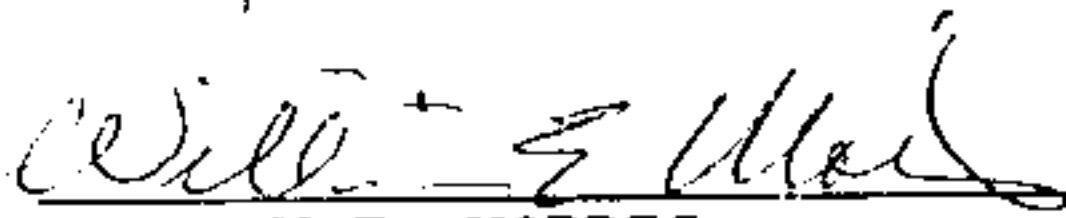
| <u>NAME</u>              | <u>ADDRESS</u>  |
|--------------------------|---|
| <u>WILLIAM E. MORRIS</u> | <u>Post Office Box 604,</u><br><u>Alabaster, AL 35007</u> |
| <u>TED R. BISHOP</u>     | <u>2444 Mahaska Drive</u><br><u>Birmingham, AL 35244</u>  |
| <u>ANN MORRIS</u>        | <u>Post Office Box 604,</u><br><u>Alabaster, AL 35007</u> |

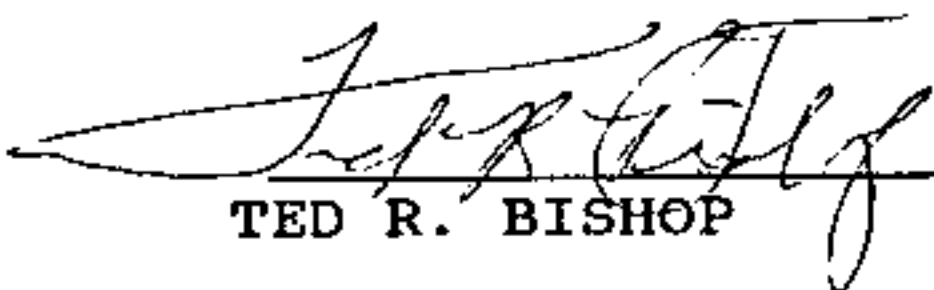
SEVENTH: The names and addresses of the incorporators are:

| <u>NAME</u>              | <u>ADDRESS</u>  |
|--------------------------|---|
| <u>WILLIAM E. MORRIS</u> | <u>Post Office Box 604,</u><br><u>Alabaster, AL 35007</u> |
| <u>TED R. BISHOP</u>     | <u>2444 Mahaska Drive</u><br><u>Birmingham, AL 35244</u>  |

EIGHTH: This company will be a Subchapter S Corporation.

Dated this the 8<sup>th</sup> day of July, 1996.

  
WILLIAM E. MORRIS

  
TED R. BISHOP

# STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Bishmor Jewelry Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John E. Medaris, P.O. Box 766, Alabaster, AL 35007 for a period of one hundred twenty days beginning May 24, 1991 and expiring September 22, 1991.

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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.

May 24, 1991

Date

Billy Joe Camp

Secretary of State

# State of Alabama

Shelby

County

## CERTIFICATE OF INCORPORATION OF

Bishmor Jewelry Company, Inc.

Shelby

County,

The undersigned, as Judge of Probate of \_\_\_\_\_ State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_ Bishmor Jewelry Company, 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 \_\_\_\_\_ Bishmor Jewelry Company, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the \_\_\_\_\_ First \_\_\_\_\_ day of August \_\_\_\_\_, 19 91

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

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JUDGE OF PROBATE

Thomas A. Snowden, Jr.  
Judge of Probate

