

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

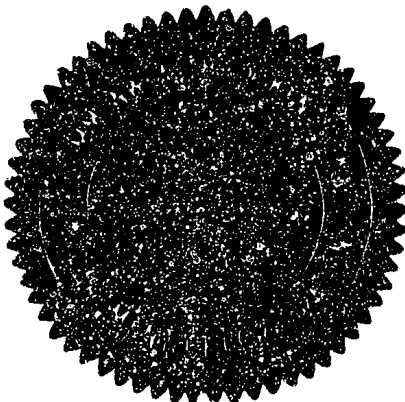
DAUER, INC.

whose initial agent for process is JOHN R. THOMPSON

8305 TWISTED PINE ROAD

and whose address is LOUISVILLE, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 13TH day of MARCH, 19 78.

Drexell R. Davis
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

SECRETARY OF STATE
RECEIVED

MAR 13 1978

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

MAR 13 1978

Dwight D. Davis
SECRETARY OF STATE

COMMONWEALTH OF KENTUCKY
ARTICLES OF INCORPORATION

OF

DAUER, INC.

SECRETARY OF STATE

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Commonwealth of Kentucky

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KNOW ALL MEN BY THESE PRESENTS:

That JOHN R. THOMPSON, of Louisville, Jefferson County, Kentucky, does hereby declare and affirm his intent and purpose of forming a corporation, under the laws of the Commonwealth of Kentucky, KRS 271A, and adopts the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be:

DAUER, INC.

ARTICLE II.

The purposes for which this corporation are formed and business is to be promoted, transacted and carried on are as follows:

To engage in the business of purchasing, acquiring, owning, selling, transferring, encumbering, repairing, servicing, and generally dealing and marketing, at wholesale and retail, in all types and kinds of custom, costume, and fashion jewelry, Indian jewelry, gifts, artifacts and handicrafts of all types and descriptions and construction including natural fibers and materials, gems and metals; also, buying, leasing, holding, mortgaging, or conveying of real estate and personal property in any manner whatsoever as may be deemed proper by the Board of Directors; also, to do any and all of the things hereinbefore set forth, without limitation, to the same extent as natural persons might or could do and to exercise all other powers now or hereafter conferred by the laws of the Commonwealth of Kentucky upon corporations organized pursuant to the laws under which corporations are organized not prohibited by law.

The foregoing clauses shall not be construed both as objects and powers and it is hereby expressly provided that the

foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of this corporation.

ARTICLE III.

The Corporation shall begin business upon receipt of the Certificate of Incorporation and the recording of these Articles in the Jefferson County Court Clerk's Office; and its duration shall be perpetual.

ARTICLE IV.

The initial registered office and place of business of this Corporation shall be: 8305 Twisted Pine Road, Louisville, Kentucky, 40219, and the initial registered agent at that address is John R. Thompson.

ARTICLE V.

The total number of shares of stock which this Corporation is authorized to issue shall be 1000 shares, no par value stock, the value of the shares to be fixed by the Board of Directors.

ARTICLE VI.

All of the stock of this Corporation shall be common stock, and the holders of its shares shall be entitled to vote at any meeting of the shareholders, one vote for each share held by them with cumulative voting for Directors as is provided by the law of this Commonwealth.

ARTICLE VII.

The shares of stock authorized to be issued under these Articles shall be without restriction, limitation, or distinction as to the rights of the owners, provided that in case a stockholder desires to sell his shares of stock, he must first offer them for sale, at book value, to the remaining stockholders, it being the intention to give them a preference to the purchase of such shares, and any attempted sale in violation of this provision shall be null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the Corporation, and unless any or all of the other stockholders agree to purchase said stock within 30 days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to any one else.

ARTICLE VIII.

The total number of directors constituting the initial Board of Directors of this Corporation shall be two (2) who shall serve as Directors until the first annual meeting of shareholders, or until a successor or successors is elected and qualified; the names and addresses of the directors are as follows:

NAME	ADDRESS
John R. Thompson	8305 Twisted Pine Road Louisville, KY 40219
Marion Thompson	8305 Twisted Pine Road Louisville, KY 40219

ARTICLE IX.

The names and addresses of the Incorporators and the number of shares subscribed by them are:

NAME	ADDRESS
John R. Thompson	8305 Twisted Pine Road Louisville, KY 40219

ARTICLE X.

The Board of Directors shall meet annually, at a given fixed date to be determined and shall elect officers of the Corporation, who shall hold office until the next annual meeting of the Directors. The officers shall consist of a President, Vice President, a Secretary and Treasurer, and other officers as may be determined necessary by the Board of Directors.

ARTICLE XI.

The Board of Directors shall have power to adopt such by-laws and regulations as shall be necessary in their judgment for the proper conduction of the business of the Corporation.

ARTICLE XII.

The private property of the shareholders shall not be liable for payment of any corporate debt.

IN WITNESS WHEREOF, The Incorporator has hereunto set his hand this 20th day of February, 1978.

John R. Thompson
JOHN R. THOMPSON

STATE OF KENTUCKY

COUNTY OF JEFFERSON

SS

I, the undersigned Notary Public, within and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of DAUER, INC., was this day produced to me in my office in said State and County by John R. Thompson, party thereto, and was acknowledged by him to be his act and deed.

WITNESS my hand this 20th day of February, 1978.

My commission expires: November 2, 1980.

Janice L. Goodles
NOTARY PUBLIC, STATE AT LARGE, KY.

This instrument prepared by:

Harley N. Blankenship
HARLEY N. BLANKENSHIP
ATTORNEY AT LAW
237 SOUTH FIFTH STREET
LOUISVILLE, KY 40202

HARLEY N. BLANKENSHIP

ATTORNEY AT LAW
237 SOUTH FIFTH STREET
LOUISVILLE, KENTUCKY 40202

(502) 585-5040

SECRETARY OF STATE
RECEIVED
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March 2, 1978

Commonwealth of Kentucky

Secretary of State
Frankfort
Kentucky 40601

RE: Dauer, Inc.

Dear Sir:

Enclosed please find an original and 2 copies of the Articles of Incorporation of Dauer, Inc. along with my check in the amount of \$25 to cover the cost of filing same.

Please process this matter at your first convenience and return two copies to me for local filing.

Sincerely,


Harley N. Blankenship

HNB:jg

Enclosures