

**ARTICLES OF INCORPORATION
OF
TOMEI DIAMOND USA INC.**

The undersigned, for purposes of incorporating and organizing a corporation under the Kentucky Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such corporation:

- 1. NAME.** The name of the Corporation is Tomei Diamond USA Inc.
- 2. SHARES.** The total number of shares which the Corporation is authorized to issue is 1,000 common shares ("Common Shares"), without par value. The Common Shares shall have one vote per share, shall have all the voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall be without distinction as to powers, preferences and rights.
- 3. NUMBER OF DIRECTORS.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by resolution of the Board of Directors from time to time, subject to the applicable provisions of the Act and the Corporation's Bylaws.
- 4. DISTRIBUTIONS AND REDEMPTIONS.** The Board of Directors of the Corporation, to the extent not prohibited by law, shall have the power to cause the Corporation to repurchase its own shares and shall have the power to cause the Corporation to make distributions, from time to time, to the Corporation's shareholders.
- 5. INITIAL DIRECTORS.** The number of directors constituting the initial Board of Directors is three (3), and the names and mailing addresses of the persons who are to serve as the initial directors are as follows, such persons to serve until the first annual meeting of the shareholders and until such persons' successors in office are elected and shall qualify: Ms. Hiromi Ishizuka , Urbannet-uchisaiwaicho Bldg., 3rd Floor, 1-chome, 1-13 Shimbashi, Minato-ku, Tokyo 105-0004, Japan; Mr. Yoshiaki Ishizuka, Urbannet-uchisaiwaicho Bldg., 3rd Floor, 1-chome, 1-13 Shimbashi, Minato-ku, Tokyo 105-0004, Japan; and Mr. Haruki Furuyama, 221 Corporate Boulevard, Georgetown, KY 40324.
- 6. REGISTERED OFFICE; REGISTERED AGENT.** The street address of the initial registered office of the Corporation is 3500 PNC Tower, 101 South 5th Street, Louisville, Kentucky 40202 and the name of its initial registered agent at such office is 3300, LLC.
- 7. PRINCIPAL OFFICE.** The mailing address of the principal office of the Corporation is 221 Corporate Boulevard, Georgetown, KY 40324.
- 8. INCORPORATOR.** Kenji Tashiro, whose mailing address is 3500 PNC Tower, 101 South 5th Street, Louisville, Kentucky 40202, is the sole incorporator of the Corporation.

9. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

9.1 Indemnification. To the fullest extent permitted by, and in accordance with the provisions of, the Act, the Corporation shall indemnify each director or officer of the Corporation against reasonable expenses (including reasonable attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such person in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, and whether formal or informal) to which such person is, or is threatened to be made, a party because such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, member, employee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if such person's duties to the Corporation also impose duties on or otherwise involve services by such person to the plan or to participants in or beneficiaries of the plan.

9.2 Reimbursement of Expenses. To the fullest extent authorized or permitted by, and in accordance with the provisions of, the Act, the Corporation shall pay or reimburse reasonable expenses (including reasonable attorneys' fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such proceeding.

9.3 Indemnification Provision Not Exclusive. The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Section 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under the Bylaws, any agreement or action of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.4 Repeal or Modification of Indemnification. Any repeal or modification of this Section 9 by the Board of Directors or shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation under this Section 9 with respect to any act or omission occurring prior to the time of such repeal or modification.

10. ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of such person's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (c) for any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or (d) for any transaction from which the director derived an improper personal benefit. This Section 10

shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such person's heirs, executors and administrators.

11. ACTION BY SHAREHOLDERS WITHOUT MEETING. Any action required or permitted to be taken at a shareholders' meeting, including but not limited to the election of directors, may be taken without a meeting if shareholders representing 100% of the votes entitled to be cast at such meeting consent to such action in a writing that complies with the relevant provisions of the Act.

12. SEVERABILITY OF PROVISIONS. If any provision of these Articles of Incorporation, or its application to any person or circumstances, is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 19th day of August, 2022.



KENJI TASHIRO, Incorporator


CONSENT OF REGISTERED AGENT

The undersigned, having been named in the Articles of Incorporation as the registered agent of the Corporation, hereby consents to serve in that capacity.

3300, LLC

By: _____
Ross D. Cohen, Manager

This instrument was prepared by:

_____
Kenji Tashiro, Esq.
Dentons Bingham Greenebaum LLP
3500 PNC Tower
101 South 5th Street
Louisville, KY 40202
(502) 587-3712

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