

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

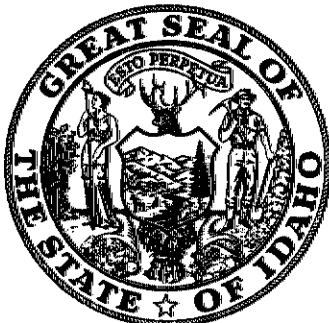
HAUFLER AND BLAIR...FINE ANTIQUES, REMEMBRANCES
AND DECORATIVE ACCESSORIES, INC.

File Number C 107179

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 29, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

**Articles of Incorporation of
Haufler and Blair...Fine antiques, remembrances
decorative accessories, Inc.**

SEC. OF STATE

IDAHO SECRETARY OF STATE
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Know all men by these presents that Haufler and Blair...Fine antiques, remembrances and decorative accessories, Inc., a corporation organized under the laws of Idaho, shall be governed by the provisions of these Articles.

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ARTICLE I

The name of the Corporation is "Haufler and Blair...Fine antiques, remembrances and decorative accessories, Inc.", and its initial principal office mailing address is HC33, Box 3228, Boise, Idaho 83706.

ARTICLE II

The Corporation is organized pursuant to the provisions of the Idaho Corporation Business Code. The Corporation is a statutory close corporation.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The Corporation is a corporation for profit and is organized to engage in any lawful business or activities relating thereto; and to engage in any lawful activity or act for which corporations may be organized under the Idaho Business Corporation Code.

ARTICLE V

The Corporation shall have authority, acting by its Board of Directors, to issue not more than one million shares of one class only, to be referred to as common shares, having a par value of \$1.00 per share.

ARTICLE VI

The shareholders of the Corporation shall have pre-emptive rights allowed by law to acquire any unissued shares of the Corporation.

ARTICLE VII

The address of the initial registered office of the Corporation shall be HC33 Box 3228, Boise, Idaho 83706. The registered agent at that address shall be Jonathan B. Haufler.

ARTICLE VIII

The initial Board of Directors shall consist of two members whose names and addresses are follows:

Nancy Oche Williams, 311 Kentucky Avenue, Alexandria, Virginia 22305
James Blair, 81 Rutherford Circle, Sterling, Virginia 20165

These initial Board of Directors shall serve until the first annual meeting of shareholders or until their successors are elected and qualify.

ARTICLE IX

The name and address of the incorporator is Kathy Lantz Abelson, CPA, 5014 Hwy 78, Ste A, Lilburn, Georgia 30247.

ARTICLE X

In addition to, but not limitation of, the general powers conferred by law, the Corporation shall have the power to make distributions to its shareholders out of its capital surplus; to purchase its own shares out of its unreserved and unrestricted capital surplus available therefore; and to carry on any lawful business.

ARTICLE XI

A director or stockholder of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of care or other duties as a director. This provision does not limit the liability of the director for:

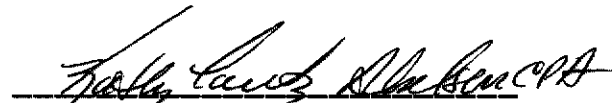
- (a) any breach of director's duty of loyalty to the corporation or its stockholder
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law
- (c) provided for under section 30-1-48, Idaho code
- (d) any transaction from which the director derived an improper benefit

No such provision shall eliminate or limit the liability of a director or shareholder for any act or omission occurring prior to the date when such provision becomes effective. All references in this subsection to a director shall also be deemed to refer to a member of the governing body of a corporation which is not authorized to issue capital stock.

ARTICLE XII

There will be a restriction on the transfer or registration of transfer of shares of the corporation governed by a written Shareholder's Agreement. The restriction will be noted on the share certificate and may be enforced against the holder of the restricted shares or any successor or transferee of the holder including an executor, administrator, trustee, guardian or fiduciary entrusted with like responsibility for the person or estate of the holder. The restriction obligates the corporation or any holder of shares of the corporation or to any other person or any combination of the foregoing, to purchase the shares which are the subject of an agreement respecting the purchase and sale of the restricted shares. No restriction so imposed shall be binding with respect to shares issued unless the holder of the shares is a party to the Shareholder's Agreement.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on the 25th day of July 1994.


Kathy Lantz Abelson CPA

5014 Highway 78
Suite A
Lilburn, Georgia 30247
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