



**CERTIFICATE OF INCORPORATION
OF**

WOODHEAD ENTERPRISES, INC.

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: November 10, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Angie H. H. H.*

ARTICLES OF INCORPORATION
OF
WOODHEAD ENTERPRISES, INC

RECEIVED
SEC. OF STATE

88 NOV 10 AM 9 00

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Idaho:

ARTICLE I

The name of the corporation is WOODHEAD ENTERPRISES, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage in any lawful activity for which corporations may be organized under the Idaho Business Corporations Act; provided however, that the sole business of the Corporation shall be the operation of an Amway Distributorship.

ARTICLE IV

The corporation shall have the authority to issue One Hundred Thousand (100,000) shares with the par value of One Dollar (\$1.00) per share.

ARTICLE V

The minimum consideration to be received by the corporation for its shares before it shall commence business is \$1,000 in cash or property of equivalent value.

ARTICLE VI

The shareholders of the corporation shall have no preemptive right to acquire additional or treasury shares of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is Route 4, Box 105, Canyon County, Caldwell, Idaho and the name of the Initial Registered Agent is Terry G. Woodhead.

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as Director until the first meeting of the shareholders or until his successors be elected and qualify is:

NAME	ADDRESS
Terry G. Woodhead	Route 4, Box 105 Caldwell, Idaho 83605

The name and address of the Incorporator is Richard E. Marsh, Jr., 402 West Trade Street, Suite 200, Charlotte, North Carolina 28202.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 4th day of November, 1988

 (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Elizabeth M. Love, a Notary Public in and for said County and State, do hereby certify that Richard E. Marsh, Jr. personally appeared before me this day and acknowledged the due execution of the foregoing Articles of Incorporation.

WITNESS my hand and notarial seal this 4th day of November, 1988.

Elizabeth M. Love
Notary Public

My Commission Expires:

October 27, 1993