

State of Idaho

Department of State

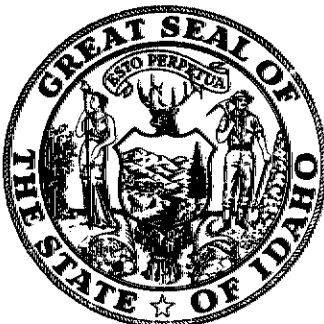
CERTIFICATE OF INCORPORATION OF

CHARLOTTE'S OFFICE BOUTIQUE INC.
File number C 108862

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: January 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

JAN 3 10 27 AM '95

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
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SEC. OF STATE CHARLOTTE'S OFFICE BOUTIQUE INC.

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We, the undersigned persons of the age of eighteen years or more, as incorporators of a corporation under the IDAHO BUSINESS CORPORATION ACT, adopt the following articles of Incorporation for such corporation:-

ARTICLE 1 - NAME.

The name of the corporation is CHARLOTTE'S OFFICE BOUTIQUE INC.

ARTICLE 2 - DURATION.

The period of it's duration shall be perpetual.

ARTICLE 3 - PURPOSES.

This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be incorporated under the IDAHO BUSINESS CORPORATION ACT.

ARTICLE 4 - SHARES.

This corporation shall have the authority to issue 50,000 shares of common stock, and each share shall have a par value of \$1.00.

ARTICLE 5 - CONTRACTS IN WHICH DIRECTORS HAVE INTEREST.

Any contract or other transactions between this corporation and one or more of it's directors, or between this corporation, firm, association, or other entity of which one or more of it's directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his, her or their participation in such action by voting or otherwise, even though his, her or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided that the fact of such interest shall be disclosed to or known by the Directors acting on such contract or transaction.

ARTICLES OF INCORPORATION - CHARLOTTE'S OFFICE BOUTIQUE INC.

ARTICLE 6 - DIRECTORS.

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of two directors. The names and addresses of the directors on the initial Board of Directors are:-

Name	<u>CHARLOTTE ODELL</u>
Address	<u>4750 FERNAN DRIVE</u> <u>SPIRIT LAKE</u> <u>IDAHO 83869</u>

Name	<u>TED K. ODELL</u>
Address	<u>4750 FERNAN DRIVE</u> <u>SPIRIT LAKE</u> <u>IDAHO 83869</u>

These directors shall serve until the first annual meeting of shareholders and until their successors are elected and qualify unless they resign or are removed.

ARTICLE 7 - BYLAWS.

The Board of Directors shall have the power to adopt, amend, or repeal the bylaws for this corporation, subject to the power of the shareholders to amend or repeal such bylaws.

ARTICLE 8 - REGISTERED OFFICE.

The address of the registered office of this corporation is:-

4750 FERNAN DRIVE,
SPIRIT LAKE
IDAHO 83869

ARTICLE 9 - REGISTERED AGENT.

The name of the registered agent at the registered office is:-

CHARLOTTE ODELL

ARTICLES OF INCORPORATION - CHARLOTTE'S OFFICE BOUTIQUE INC.

ARTICLE 10 - INCORPORATORS.

The names and addresses of the incorporators are:-

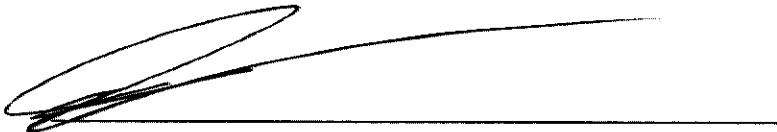
Name CHARLOTTE ODELL
Address 4750 FERNAN DRIVE
SPIRIT LAKE
IDAHO 83869

Name TED K. ODELL
Address 4750 FERNAN DRIVE
SPIRIT LAKE
IDAHO 83869

ARTICLE 11 - AMENDMENTS OF ARTICLES OF INCORPORATION.

This corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and rights and powers conferred herein on shareholders and directors of this corporation are subject to this reserved power.

IN WITNESS WHEREOF, We have set our hands this
_____ day of _____ 199__.



Charlotte Odell

CONSENT TO APPOINTMENT OF REGISTERED AGENT.

I, CHARLOTTE ODELL, do hereby consent to serve as registered agent for the corporation, CHARLOTTE'S OFFICE BOUTIQUE INC.

Dated this 19 day of Dec 1994

Charlotte Odell
CHARLOTTE ODELL.