



CERTIFICATE OF INCORPORATION
OF

THE HISSING GOOSE, INC.

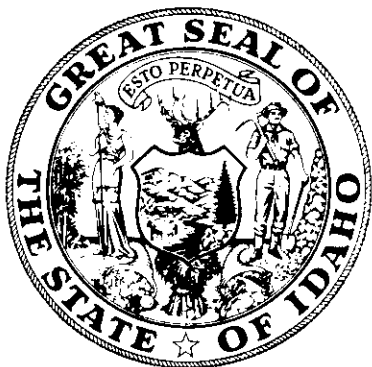
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

THE HISSING GOOSE, INC.

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: December 24, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Goursa*

ARTICLES OF INCORPORATION

OF

THE HISSING GOOSE, INC.

* * * * *

FIRST: The name of the corporation is
THE HISSING GOOSE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation
is organized are:

To buy, sell and generally deal in and with antiques and
other merchandise of every type and description.

To engage in any lawful business for which corporations
may be organized under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the
corporation shall have authority to issue is two hundred (200)
Common shares without par value.

FIFTH: No stockholder of this corporation shall by reason of his holding shares of any class have any pre-emptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of this corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

SIXTH: The address of the initial registered office of the corporation is 300 North 6th Street, Boise, Idaho 83701, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.


SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


<u>NAME</u>	<u>ADDRESS</u>
BARBI LINDSAY	1140 Fifth Avenue New York, New York 10028
DALE LINDSAY, JR.	1140 Fifth Avenue New York, New York 10028

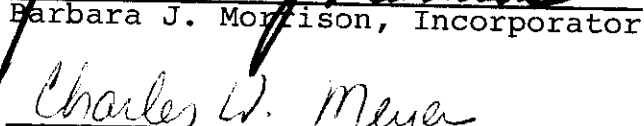
EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD P. BOROVVOY	1633 Broadway New York, New York 10019
BARBARA J. MORRISON	1633 Broadway New York, New York 10019
CHARLES W. MEYER	1633 Broadway New York, New York 10019

Dated: October 29, 1981.


Richard P. Borovoy, Incorporator


Barbara J. Morrison, Incorporator


Charles W. Meyer, Incorporator