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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MarketPlace Antiques and Gifts, Ltd.

ARTICLE I: NAME.

The name of the corporation shall be MarketPlace Antiques and Gifts, Ltd. (the "Corporation").

ARTICLE II: DURATION.

The period of duration shall be perpetual.

ARTICLE III: PURPOSES.

The purposes for which the Corporation is organized shall be conducting the business of all aspects of wholesale and retail sales of antiques and gifts, and shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV: AUTHORIZED SHARES.

The aggregate number of shares of which the Corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, without nominal or par value.

ARTICLES OF INCORPORATION - 1

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ARTICLE V. GOVERNMENT.

The internal affairs of the Corporation shall be governed by the duly-adopted bylaws of the Corporation.

ARTICLE VI. REGISTERED OFFICE AND AGENT.

The address of the Corporation's initial registered office shall be 502 A Church Street, Sandpoint, Idaho 83864; with a mailing address of 502 A Church Street, Sandpoint, Idaho 83864. The name of the Corporation's initial registered agent at such address is Diane Nelson.

ARTICLE VII. INITIAL BOARD OF DIRECTORS.

The number of directors constituting the initial Board of Directors shall be not less than four (4) and not more than seven (7). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors be elected and qualified, are Diane Nelson, 1618 Gun Club Road, Sagle, Idaho 83860; Carol Steinway, P.O. Box 38, Sandpoint, Idaho 83864; Marianne L. Duarte, P.O. Box 664, Bonners Ferry, Idaho 83805; and, Barbara L. Wolfe, P.O. Box 1261, Sandpoint, Idaho 83864.

ARTICLE VIII. INCORPORATORS.

The names and addresses of the incorporators are Diane Nelson, 1618 Gun Club Road, Sagle, Idaho 83860; Carol Steinway, P.O. Box 38, Sandpoint, Idaho 83864; Marianne L. Duarte, P.O. Box 664, Bonners Ferry, Idaho 83805; and, Barbara L.

Wolfe, P.O. Box 1261, Sandpoint, Idaho 83864.

ARTICLE IX: INDEMNIFICATION

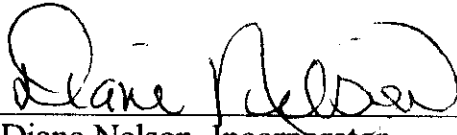
The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended; provided, however, that in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment.


ARTICLE X: LIMITATION OF LIABILITY

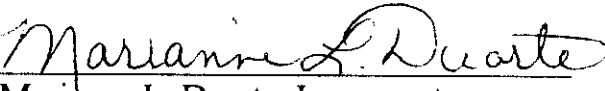
No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties, except liability for: (A) the amount of financial benefit received by a director to which the director is not entitled; (B) an intentional infliction of harm on the Corporation or the stockholders; (C) a violation of Idaho Code Section 30-1-833 (liability for unlawful distributions); or, (D) an intentional violation of criminal law.

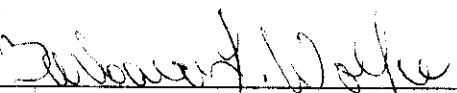
DATED: August 27, A.D. 2004.

MarketPlace Antiques and Gifts, Ltd.

BY: 
Diane Nelson, Incorporator

BY: 
Carol Steinway, Incorporator

BY: 
Marianne L. Duarte, Incorporator

BY: 
Barbara L. Wolfe, Incorporator