



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

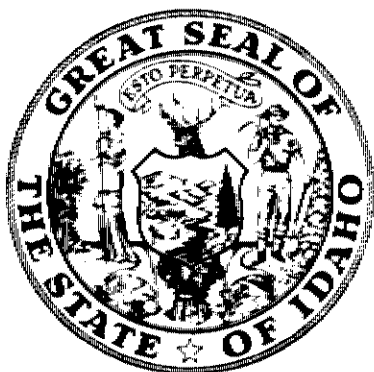
BB DESIGN & GIFTS, INC.

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 **BB DESIGN & GIFTS, 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: **November 29, 1983**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

BB DESIGN & GIFTS, INC.

1983 NOV 23 PM 4 14
SECRETARY OF STATE

I, the undersigned natural person of the age of twenty-one years or more, acting as the incorporator of a Corporation under the Idaho Corporation Law, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is BB DESIGN & GIFTS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are as follows:

- a. To engage in the business of selling specialty gift items and custom design floral arrangements wholesale and retail.
- b. To acquire by purchase, subscription or otherwise, and to hold as investment, any bonds or other securities, or evidences of indebtedness, or any shares of capital stock of any corporation, public or private, or of any association organized under the laws of the State of Idaho or under the laws of any other state or jurisdiction. This Corporation, while the owner of any such capital stock or other securities, being authorized to exercise all of the rights, powers and privileges or ownership thereof, including the right to vote thereon; to purchase, hold sell and transfer the shares of its own capital stock provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause an impairment of its capital.
- c. To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, notes and other obligations therefore, and to pledge or mortgage all or any part of the property then owned or thereafter acquired, together with the income, rents and profits of the property of the company, and to issue bonds, debentures, notes or other obligations without any such securities.
- d. The Corporation may, at the option of the Board of Directors, pay dividends on the common stock, when and as declared, out of the unreserved earned surplus.
- e. Without in any manner limiting any of the express powers above enumerated this Corporation shall have and exercise all the powers conferred by the laws of Idaho upon Corporations formed under the laws of Idaho, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, the foregoing clauses to be construed both as objects and powers, and it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner all such powers as this Corporation may have and exercise not inconsistent with the laws of Idaho.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of Capital stock of no par value. Each share of stock, when issued, shall be fully paid and non-assessable.

ARTICLE V

CUMULATIVE VOTING

Cumulative voting of shares of stock is not authorized.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Shareholders shall have no pre-emptive right to acquire additional or treasury shares of the Corporation.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is: 11136 Edna St., Boise, Idaho, 83704, and the name of its initial registered agent at such address is: Brenda I. Bates.

ARTICLE VIII

BOARD OF DIRECTORS AND INCORPORATOR

The number of Directors constituting the initial Board of Directors of the Corporation is: three (3) and the names and addresses of the persons who are to serve as the Directors until the first Annual Meeting of Shareholders or until their successors are elected and shall qualify are:

Brenda I. Bates	11136 Edna St. Boise, Idaho 83704
Larry J. Bates	11136 Edna St. Boise, Idaho 83704
William J. Sarosky	10426 Estate Dr. Boise, Idaho 83709

The Name and Address of the Incorporator is:

Brenda I. Bates	11136 Edna St. Boise, Idaho 83704
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The Board of Directors of this Corporation may, from time to time, distribute to the Corporation's shareholders, in partial liquidation, out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or properties, and, if at the time the laws of Idaho so permit, purchase outstanding shares with stated capital or capital surplus of the Corporation if (a) at the

time the Corporation is solvent; (b) such distribution or purchase would not render the Corporation insolvent; (c) all cumulative dividends on all preferred or special classes of shares entitled to preferential dividends shall have been fully paid; (d) the distribution or purchase would not reduce the remaining net assets of the Corporation below the aggregate preferential amount payable in the event of voluntary liquidation to the holders of shares having preferential rights to the assets of the Corporation in the event of liquidation; (e) the distribution or purchase is not made out of capital surplus arising from unrealized appreciation of assets or re-evaluation of surplus; and (f) as regards a distribution, the distribution is identified as a distribution in partial liquidation and the amount per share is disclosed to the shareholders receiving the same concurrently with the distribution thereof.

ARTICLE IX

BY-LAWS

The Directors shall have the power to adopt prudential By-Laws for the government of our said Corporation and from time to time change, alter, or amend the same.

DATED at Boise, Idaho, this 29 day of November, 1983

Brenda I. Bates
Brenda I. Bates, Incorporator

STATE OF IDAHO)
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COUNTY OF ADA) ss.
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I, Mary G. Howard, a Notary Public, hereby certify that on the 29th day of November, 1983, personally appeared before me Brenda I. Bates, who being by me first duly sworn, severally declared that she is the person who signed the foregoing document as INCORPORATOR, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of November, 1983.

WITNESS my hand and official seal.

My Commission Expires: Non-expiring

Mary G. Howard
Notary Public
Residing at Boise, Idaho

