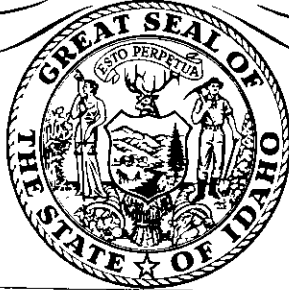


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

INTERNATIONAL RESEARCH IMPORTING COMPANY

was filed in the office of the Secretary of State on the **Thirteenth** day of **September** A.D. One Thousand Nine Hundred **Sixty-three** and duly recorded on Film No. **123** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **13th** day of **September**, A.D., 19 **63**.

Secretary of State.

1 ARTICLES OF INCORPORATION
2 OF
3 INTERNATIONAL RESEARCH IMPORTING COMPANY
4
5

6 KNOW ALL MEN BY THESE PRESENTS That We, the undersigned,
7 being natural persons, all of legal age, and citizens of the
8 United States of America, having this day voluntarily associated
9 ourselves for the purpose of forming a corporation for profit
under and pursuant to the law of the State of Idaho, and we do
hereby certify:

10 ARTICLE I

11 The name of this corporation is International Research Im-
12 porting Company.

13 ARTICLE II

14 The period of existence and duration of the life of this
corporation shall be perpetual.

15 ARTICLE III

16 The purposes and objects for which this corporation is formed
17 are as follows:

18 1. To establish and conduct a general merchandising business
19 at both wholesale and retail levels, especially including, but not
20 limited to the dental laboratory field, and all related activities
21 thereto, which comprise in general the mechanical repair of dentures
22 as permitted by law, the purchase, importation and resale at whole-
23 sale and retail of all manner of dental laboratory supplies, mer-
24 chandise and equipment; the purchase, sale, importation and resale
25 of ladies wigs, mens tupees and hair pieces, hair goods, related
materials, components, and other similar accessories, ornamenta-
tion and apparel; wearing apparel, clothing, theatrical costumes,
make-up, related materials and supplies, jewelry and paraphernalia;
to engage generally in buying, selling, manufacturing, exporting,
importing and dealing in dry goods, clothing, textile fabrics of
all kinds, millinery, hats, leather and metal goods, china and
glassware, crockery, hardware, ornaments, bric-a-brac, notions and
fancy goods and all related lines destined for personal, domestic,
household sporting or general use.

26 2. To make and enter into all manner and kinds of contracts,
27 leases, agreements, and obligations and to issue franchises by or
28 with any person or persons, corporation or corporations, for the
purchasing, acquiring, holding, manufacturing, and selling, or
otherwise dealing in, either as principal or agent upon commission
or otherwise, any and all kinds of goods, articles, or personal
property whatsoever, and generally with full power to perform any
and all acts connected therewith or arising therefrom, or inciden-
tal thereto, and any and all acts proper or necessary for the
purpose of the business.

32 3. To buy and sell or perform services on both a cash and

1 credit basis at both wholesale and retail level, including power
2 to accept notes or other instruments, pledges or other security
3 in lieu of cash; providing that all credit extended, loans con-
4 tracted, and extended shall be subject to approval by the duly
5 appointed and constituted manager in charge of said division or
6 business. To purchase or otherwise acquire, hold, own, mortgage,
7 sell, convey, exchange, option, subdivide, or otherwise dispose
8 of real and personal property of every class and description and
9 any estate or interest therein, including leaseholds for any term,
10 in any of the states, districts, territories, or colonies of the
11 United States, and in any and all foreign countries, subject to
12 the laws of such state, district, territory, colony, or country.

13 4. To conduct and carry on its business or any branch there-
14 of in any state or territory of the United States or in any for-
15 eign country, and to have and maintain in any state, territory,
16 or foreign country a business office, plant, or store.

17 5. From time to time to apply for, purchase, or acquire by
18 assignment, transfer, or otherwise, and to exercise, carry out
19 and enjoy any license, power, authority, franchise, concession,
20 right, or privilege which any government or authority, supreme,
21 municipal, or local, or any corporation or other public body may
22 be empowered to enact, make, or grant, and to pay for, aid in,
23 and contribute toward carrying it into effect and to appropriate
24 any of the company's stock, bonds, and assets to defray the nec-
25 essary costs, charges, and expenses thereof.

26 6. To cause to be formed, merged, or reorganized or liq-
27 uidated, and to promote, take charge of, and aid in any way per-
28 mitted by law the formation, merger, liquidation, or reorganization
29 of any corporation, association, or organization of any kind,
30 domestic or foreign, and to form, organize, promote, manage, con-
31 trol, and maintain and dissolve, merge, or consolidate one or more
32 corporations in the shares or securities of which this corporation
may be or become interested, for such purpose or purposes as may
aid or advance the objects and purposes of this corporation.

7. To carry on any or all business as manufacturers, pro-
ducers, merchants, wholesale and retail, importers and exporters,
generally without limitation as to class of products and merchan-
dise, and to manufacture, produce, adapt, prepare, buy, sell, and
otherwise deal in any materials, articles, or things required in
connection with or incidental to the manufacture, production, and
dealing in such products.

8. Pursuant to the affirmative vote of the holders of at
least a majority of the stock issued and outstanding, having voting
power, given at a stockholders meeting duly called for the purpose,
or when authorized by the written consent of the holders of a
majority of the voting stock issued and outstanding, the board of
directors shall have power and authority at any meeting to sell,
lease, or exchange all of the property and assets of this corpora-
tion, including its good will and its corporate franchise, upon
such terms and conditions as its board of directors deems expedient
and for the best interests of the corporation.

9. To do any and all acts in the line of its business which
it may deem necessary, profitable, or desirable for the due pro-
motion thereof, to conduct and carry on any other similar business
which may be capable of being profitably carried on in connection
with this company's business, or to carry on any similar business

1 which may be capable of being profitably carried on in connection
2 with this company's business, or to carry on any similar business
3 that is adapted directly or indirectly to add to the value of the
4 company's property and the profits of its authorized business.

5 10. To engage in any business whatsoever, either as principal
6 or as agent or both, or as a syndicate, which the corporation may
7 deem convenient or proper in furtherance of any of the purposes
8 hereinabove mentioned or otherwise; to conduct its business in this
9 state, in other states, in the District of Columbia, in the ter-
10 ritories and possessions of the United States, and in foreign
11 countries; and to have and to exercise all powers authorized by the
12 laws of the State of Idaho under which the corporation is formed,
13 whether expressly set forth in this tenth paragraph or not, as such
14 laws are now in effect or may at any time hereafter be amended.

15 11. To have and maintain one or more offices outside the State
16 of Idaho at which meetings of stockholders and directors may be held,
17 and all or any part of the corporation's business conducted.

18 12. To purchase, hold, pledge, and reissue shares of its own
19 capital stock insofar as the same may be done without impairing the
20 capital of this corporation, except as otherwise prohibited by law,
21 but such stock so acquired and held shall not be entitled to vote
22 nor to receive dividends.

23 13. In general to manage, operate, and carry on any other
24 business in connection with the foregoing, and to have and exercise
25 all the powers conferred by the laws of Idaho upon corporations
26 formed under the act hereinafter referred to, and to do any or all
27 of the things hereinbefore set forth to the same extent as natural
28 persons might or could do.

29 14. It is the intention that each of the powers specified in
30 each of the paragraphs herein, except where otherwise specified,
31 shall not be limited or restricted by reference to or interference
32 from the terms of any other paragraph or of any other article, but
33 that the powers and the enumeration of specific powers shall not be
34 construed to restrict in any manner the general terms and powers
35 of this corporation, nor shall the expression of one thing be deemed
36 to exclude another, although it be of like nature.

37 ARTICLE IV

38 Capital stock in this corporation shall be in the amount of
39 \$25,000 divided into 25,000 non-cumulative, voting shares of non-
40 assessable common stock of a par value of One Dollar (\$1.00) per
41 share.

42 ARTICLE V

43 The principal place of business of this corporation shall be
44 222 North 9th Street, Boise, Ada County, State of Idaho, which is
45 hereby designated as the address of its registered office; or such
46 other place as may be designated from time to time by the Boards of
47 Directors.

48 ARTICLE VI

49 The names and post office addresses of the Incorporators and
50 the numbers of shares subscribed by each are:
51
52

NAME	POST OFFICE ADDRESS	NUMBER OF SHARES	VALUE
Alpha E. Boren	222 North 9th Street Boise, Idaho	5,000	\$5,000.00
Mary A. Boren	222 North 9th Street Boise, Idaho	2,500	\$2,500.00
W. W. Shepherd	1811 8th Avenue Seattle, Washington	250	\$ 250.00

ARTICLE VII

The business and prudential affairs of this corporation shall be managed and controlled by a Board of not less than three nor more than five directors who shall be elected annually at the annual meeting of the stockholders, and who shall receive no compensation as such. The incorporators shall act as an interim Board of Directors until their successors shall be elected.

ARTICLE VIII

The first annual meeting shall be held at 8:00 p.m. on the first Tuesday of October, 1963, at the office of the corporation in Boise, Idaho, and subsequent annual meetings shall be held on the first Tuesday of each May hereafter or at such other place and time as may be determined from time to time by the Board of Directors, providing that notice of change of the time or place of said annual meeting shall be given by mail to the stockholders at least 30 days prior to the date of said meeting. In all elections for directors, each holder of common stock shall be entitled to one vote for each share of stock owned by him for each director to be elected. The vote in the election for directors shall be by ballot and the election shall be conducted in such manner and form as may be provided in the By-Laws.

ARTICLE IX

The Board of Directors of this corporation by a majority vote shall have the power to repeal or amend the By-Laws thereof; and, by unanimous vote, to adopt a new code of By-Laws, if, in their discretion, that becomes proper.

ARTICLE X

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

ARTICLE XI

No contract, act or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are financially or otherwise interested personally in any contract or transaction of this corporation; provided, that the fact that be or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation or to a majority thereof on the date of such contract or transaction; and any director of this corporation who is also a director or officer of such other corp-

ROBERT C. GALLOWAY
ATTORNEY AT LAW
1615 STATE STREET
BOISE, IDAHO

1 oration, or who is so interested, may be counted in determining the
2 existence of a quorum at any meeting of the Board of Directors of
3 this corporation which shall authorize such contract, act or trans-
4 action, and may vote thereat to authorize such contract, act or
5 transaction with like force and effect as if he were not such
6 director or officer of such other corporation or was not otherwise
7 interested therein.

8 IN WITNESS WHEREOF, We have hereunto set our hands and seals
9 this 23rd day of August, 1963.

10 Alpha E Boren (SEAL)
11 Incorporator

12 Mary A Boren (SEAL)
13 Incorporator

14 W W Shepherd (SEAL)
15 Incorporator

16 STATE OF IDAHO)
17 County of Ada) ss.

18 On this 11 day of September, 1963, before me,
19 the undersigned, a Notary Public in and for said State, personally
20 appeared ALPHA E. BOREN and MARY A. BOREN, known to me to be the
21 persons whose names are subscribed to the within instrument and
22 acknowledged to me that they executed the same.

23 IN WITNESS WHEREOF, I have hereunto set my hand and affixed
24 my official seal; the day and year in this certificate first above
25 written.

26 Robert C. Galloway
27 NOTARY PUBLIC FOR IDAHO
28 Residence: Boise, Idaho

29 STATE OF WASHINGTON)
30 County of King) ss.

31 On this 23rd day of August, 1963, before me,
32 the undersigned, a Notary Public in and for said State, personally
33 appeared W. W. SHEPHERD known to me to be the person whose name
34 is subscribed to the within instrument and acknowledged to me that
35 he executed the same.

36 IN WITNESS WHERE, I have hereunto set my hand and affixed my
37 official seal, the day and year in this certificate first above
38 written.

39 Artem Quinn
40 NOTARY PUBLIC FOR WASHINGTON
41 Residence: