

CERTIFICATE OF AUTHORITY
OF

AMERICAN FURNITURE WAREHOUSE CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of AMERICAN FURNITURE WAREHOUSE CO.
_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to AMERICAN FURNITURE WAREHOUSE CO.
to transact business in this State under the name AMERICAN FURNITURE WAREHOUSE
CO. and attach hereto a duplicate original of the Application for such Certificate.

Dated November 12, 19 81.



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is American Furniture Warehouse Co.

2. *The name which it shall use in Idaho is American Furniture Warehouse Co.
~~American Furniture Warehouse, American Furniture Company,~~
~~American TV & Appliances, American Carpet~~ *per Marge Bolschner*

3. It is incorporated under the laws of Colorado

4. The date of its incorporation is February 27, 1968 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 5445 Bannock Street, Denver, Colorado 80216

6. The street address of its proposed registered office in Idaho is 310 North 2nd East,
Rexburg, Idaho 83440, and the name of its proposed registered agent in Idaho at that address is Jacob Jabs

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

Retail furniture and appliance business

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Jacob Jabs</u>	<u>President</u>	<u>5445 Bannock St., Denver, CO 80216</u>
<u>Ann Jabs</u>	<u>Vice President</u>	<u>5445 Bannock St., Denver, CO 80216</u>
<u>Ron Catlin</u>	<u>Secretary-Treasurer</u>	<u>5445 Bannock St., Denver, CO 80216</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>common</u>	<u>without par value</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>common</u>	<u>without par value</u>

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated October 20, 19 81.

American Furniture Warehouse Co.

By Jacob Jabs
Its _____ President

and Ron Catlin
Its _____ Secretary

STATE OF COLORADO)
)ss:
COUNTY OF DENVER)

I, Elise Flanzer, a notary public, do hereby certify that on this 20th day of October, 19 81, personally appeared before me Jacob Jabs, who being by me first duly sworn, declared that he is the President of American Furniture Warehouse Co.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Elise Flanzer
My commission expires January 30, 1983 Notary Public
820 - 16th Street, 720 Symes Building, Denver, Colorado 80202

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE

*I, MARY ESTILL BUCHANAN, Secretary of State of the
State of Colorado hereby certify that* THE ATTACHED IS A FULL,

TRUE AND COMPLETE COPY OF ARTICLES OF INCORPORATION AND ARTICLES
OF AMENDMENTS TO THE ARTICLES OF INCORPORATION OF

AMERICAN FURNITURE WAREHOUSE CO.
(Colorado Corporation)

AS FILED IN THIS OFFICE AND ADMITTED TO RECORD.

DATED: October 28, 1981



Mary Estill Buchanan

SECRETARY OF STATE

STATE OF COLORADO



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

Byron A. Anderson,

Secretary of State of the State of Colorado hereby certifies that duplicate originals of Articles of Incorporation duly signed and verified pursuant to the provisions of the Colorado Corporation Act have been received in this office and are found to conform to law.

Accordingly the undersigned by virtue of the authority vested in me by law here by issues this Certificate of Incorporation of

-----MEDITERRANEAN GALLERIES, INC.-----

A COLORADO CORPORATION

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this Twenty-Seventh day of February A.D. 1968

Byron A. Anderson
SECRETARY OF STATE

E. J. Neale

DEPUTY

On record Secretary
Washington, D.C.

ARTICLES OF INCORPORATION
OF
MEDITERRANEAN GALLERIES, INC.

we, the undersigned, natural persons of the age of 21 years or more,
acting as incorporators of a corporation under the provisions of the
Colorado Corporation Act, adopt the following Articles of Incorporation
for said corporation:

FIRST: The name of the corporation is:
MEDITERRANEAN GALLERIES, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purposes for which the corporation is organized are as
follows:

To carry on and engage in the business of buying and selling at
retail or wholesale, exporting, importing, distributing, warehousing,
trading, leasing, repairing, designing, fabricating, manufacturing, and
generally dealing in furniture, household furnishings, appliances, fixtures,
carpeting, draperies, and all merchandise, goods, wares, and accessories of
whatsoever kind or nature as may be necessary or incidental to such business.

To do anything necessary, proper, advisable or convenient for the
accomplishment of the purposes hereinabove set forth; and to do all other
things incidental thereto or connected therewith which are not forbidden by
the Colorado Corporation Act and amendments thereto, by other law, or by
these Articles of Incorporation.

To carry out the purposes hereinabove set forth in any State,
Territory, District, or possession of the United States or in any foreign
country to the extent that such purposes are not forbidden by the laws of
the State, Territory, District or possession of the United States or by
such foreign country.

FOURTH: The corporation shall have and shall exercise all of the
powers specified and enumerated in the Colorado Corporation Act and amendments

Mediterranean Galleries, Inc.

thereof. In addition, the corporation shall have all powers permitted to natural persons engaged in the same or similar business, which are not denied by law to corporations. In furtherance and not in limitation of the powers conferred by the laws of the State of Colorado upon corporations, the corporation shall have power to borrow money, to purchase, construct, lease or otherwise acquire, own, hold, use, maintain, operate or otherwise manage or control, sell, exchange, lease, mortgage, pledge or otherwise dispose of property of any kind or character, real, personal or mixed, tangible or intangible, necessary, useful or convenient therefor, and to acquire, hold, mortgage, pledge or dispose of shares, bonds and other evidences of indebtedness, and securities of the United States of America or any State or municipality therein, or any domestic or foreign corporation.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of capital stock, of no par value. The capital stock of the corporation shall be subject to the following:

A. Dividends. Dividends in cash, property or shares of the corporation may be paid upon the capital stock as and when declared by the Board of Directors, out of funds of the corporation legally available therefor and in the manner permitted by law.

B. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the corporation shall be distributed, either in cash or in kind, pro rata to the holders of the capital stock. The Board of Directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, in the manner permitted and upon compliance with limitations imposed by law.

C. Voting Rights. Each outstanding share of capital stock shall be entitled to one vote, and each fractional share shall be entitled to a

Amerson Furniture Warehouse Co

corresponding fractional vote, on each matter submitted to a vote at a meeting of the shareholders.

SIXTH: Cumulative voting of shares of stock is not authorized.

SEVENTH: Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, 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 of the corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

EIGHTH: The corporation shall have the right to impose such restrictions on the transfer of its shares as it may deem proper.

NINTH: The address of the initial registered office of the corporation is: 790 South Santa Fe Drive, Denver, Colorado 80223. The name of its initial registered agent at such address is: JACOB JABS.

TENTH: 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 Directors until the first annual meeting

*Onuson Furniture
Wholesale Co.*

of shareholders, or until their successors are elected and qualified,
are:

JACOB JABS,
790 South Santa Fe Drive, Denver, Colorado 80223.
ANN JABS,
5979 South Elati Street, Littleton, Colorado 80120.
SHERMAN GILPATRICK,
790 South Santa Fe Drive, Denver, Colorado 80223.

ELEVENTH: The name and address of each incorporator are:

ROBERT B. NOTTMAN,
1212 University Building, Denver, Colorado 80202.
SOLOMON GIRM,
1212 University Building, Denver, Colorado 80202.
VIRGINIA M. SHANSON,
1212 University Building, Denver, Colorado 80202.

DATED February 26, 1968.

Robert B. Nottman
ROBERT B. NOTTMAN
Solomon Girm
SOLOMON GIRM
Virginia M. Shanson
VIRGINIA M. SHANSON

STATE OF COLORADO,)
) ss.
CITY AND COUNTY OF DENVER)

I, MARGY L. BELSCHER, a Notary Public, hereby certify that on the
26th day of February, 1968, personally appeared before me ROBERT B. NOTTMAN,
SOLOMON GIRM, and VIRGINIA M. SHANSON, who being by me first duly sworn,
severally declared that they are the persons who signed the foregoing docu-
ment as Incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th
day of February, 1968.

My Commission expires April 15, 1969.

Margy L. Belcher
Notary Public

198757
ARTICLES OF INCORPORATION

MEDITERRANEAN GALLERIES, INC.

DOMESTIC

Filed in the office of the Secretary of
State, of the State of Colorado, on the
27th day of February A.D. 1968

BYRON A. ANDERSON
Secretary of State

Filing Clerk Connor Fees \$25.00

Old Age Pension Fund \$2.50

This document has been recorded
and is subject to the provisions of
Article 10 of the Constitution of the State of Colorado.

Date February 29, 1968 *OK*
Schneider Clerk

116 2161

SS: South D-4
(Rev. 5/73)

ARTICLES OF AMENDMENT

Filed in the office of the Secretary of
State of the State of Colorado

to the

MAY 1975

ARTICLES OF INCORPORATION

296507

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation

1861

FIRST: The name of the corporation is (Note 3) MEDITERRANEAN GALLERIES, INC.

SECOND: The following amendment was adopted by the shareholders of the corporation on the 11th day of February 19 75 in the manner prescribed by the Colorado Corporation Act.

Article FIRST of the Articles of Incorporation of Mediterranean Galleries, Inc. shall be amended to read as follows:

FIRST: The name of the corporation is:

AMERICAN FURNITURE WAREHOUSE CO.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 50,000; and the number of shares entitled to vote thereon was 50,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: None.

CLASS	(Note 1)	NUMBER OF SHARES
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FIFTH: The number of shares voted for such amendment was 50,000; and the number of shares voted against such amendment was None.

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: None

CLASS	(Note 1)	NUMBER OF SHARES VOTED	
		For	Against

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: No Change.

(Note 2)

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: No Change.

(Note 2)

MEDITERRANEAN GALLERIES, INC. (Note 3)

By [Signature] (In President)
and [Signature] (In Secretary) (Note 4)

STATE OF COLORADO,
CITY AND County of DENVER

Before me, HERBERT L. BEISCHNER, a Notary Public in and for the said County and State, personally appeared JACOB JARS who acknowledged before me that he is the President of MEDITERRANEAN GALLERIES, INC. (Note of office) (Name of the corporation)

a Colorado corporation and that he signed the foregoing Articles of Amendment as his free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

In witness whereof I have hereunto set my hand and seal this 6th day of MAY A.D. 19 75.

My commission expires April 14, 1977.

Herbert L. Beischner
(Notary Public)

NOTES: 1. If inaudible, insert "None".

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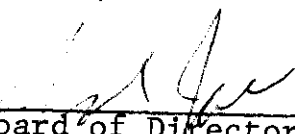
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RESOLUTION OF BOARD OF DIRECTORS
OF AMERICAN FURNITURE WAREHOUSE CO.

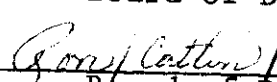
Be it resolved by the Board of Directors of American Furniture Warehouse Co. that American Furniture Warehouse Co. file an Application for Certificate of Authority to transact business in the State of Idaho for the purpose of carrying on a retail furniture and appliance business in the State of Idaho.

Be it further resolved that in addition to using the name of American Furniture Warehouse Co. in connection with the business to be transacted in the State of Idaho, the corporation shall assume and use the following names other than its true name, to-wit: American Furniture Warehouse, American Furniture Company, American TV & Appliances, and American Carpet.

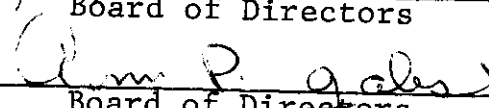
DATED this 30 day of September, 1981.



Board of Directors




Board of Directors



Board of Directors

The undersigned, Secretary, of American Furniture Warehouse Co. hereby certifies that the above and foregoing is a true and correct statement of a resolution duly adopted at a special meeting of the Board of Directors of American Furniture Warehouse Co. on the 22nd day of September, 1981.



Secretary