



**CERTIFICATE OF INCORPORATION
OF**

CAROL'S DESIGN HOUSE, 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 above named corporation, 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: August 8, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

Aug 8 3 27 PM '90

OF

Jan 7 11 35 AM '90

SECRETARY OF STATE

CAROL'S DESIGN HOUSE, INC. SECRETARY OF STATE

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST

The name of the corporation is CAROL'S DESIGN HOUSE, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 with a par value of \$10.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH

The location of the initial registered office of the corporation is 3427 Westpoint Avenue, Boise, ID 83706 and the name of its initial registered agent is Joan G. Adkins.

EIGHTH

The number of directors constituting the initial Board of Directors is two, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected

and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Joan G. Adkins	3427 Westpoint Avenue Boise, ID 83706
Jack Adkins	3427 Westpoint Avenue Boise, ID 83706

NINTH


The names and addresses of the incorporators are as follows:


<u>NAME</u>	<u>ADDRESS</u>
Joan G. Adkins	3427 Westpoint Avenue Boise, ID 83706
Jack Adkins	3427 Westpoint Avenue Boise, ID 83706

TENTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 1 day of June, 1990.


Joan G. Adkins


Jack Adkins