

**ARTICLES OF INCORPORATION
OF
FRIENDS 'N STITCHES, INC.**

Jul 11 2 57 PM '97
SECRETARY OF STATE
IDAHO

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is Friends 'n Stitches, Inc. ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES OF THE CORPORATION**

The Corporation is organized for the following purposes:

1. To engage in retail needlework supplies; and
2. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE
07/14/1997 09:00
CK: 9268 CT: 14917 BH: 20729
1 @100.00 = 100.00 CORP

C120176

**ARTICLE IV.
SHARES**

The class, aggregate number and par value per share of the shares that the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	None

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Dillion, Bosch, Daw & Bock, Chartered, 242 North 8th Street, Suite 200, Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Cherrie L. Newberry	11908 Peconic Drive Boise, Idaho 83709

Janice K. Dees

2265 W. Sandalwood Drive
Meridian, Idaho 83642

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator is:

NAME

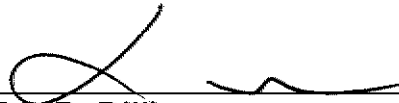
Lee B. Dillion

ADDRESS

242 North 8th Street
Suite 200
Boise, Idaho 83702

SIGNATURE OF INCORPORATOR

Dated: July 11, 1997



Lee B. Dillion