

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

Origins of Art.com, Inc.

MAY 12 12 13 PM '00

**SECRETARY OF STATE
STATE OF IDAHO**

I.

The name of the corporation is Origins of Art.com, Inc.

II.

The period of its duration is perpetual

III.

The purpose of the corporation is to transact the business of all lawful activity which a corporation may conduct under the laws of the State of Idaho.

IV.

The corporation shall have authority to issue 10,000 shares of common stock, all of which shares shall be non par value. It is hereby resolved that Matthew Naumann is the holder of 500 shares of stock, and Robert Naumann is the holder of 500 shares of stock, the entirety of the shares outstanding of Origins of Art.com, Inc.

V.

The address of the corporation's initial registered office is 207 Lake St., McCall, ID 83638. The name of its official registered agent at such address is Matthew E. Naumann.

VI.

The number of directors constituting the initial board of directors of the corporation is two whose names and addresses are:

Matthew E. Naumann
5455 N. Paulson Pl.
Boise, ID 83704

Robert E. Naumann
725 N. 15th Street
Boise, ID 83702

The above named persons will serve as the directors until the first annual meeting of shareholders or until successors be elected and qualified.

IDAHO SECRETARY OF STATE

**05/12/2000 09:00
CK: 1671 CT: 110949 BH: 317555**

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VII.

The name and address of the initial incorporators are:

Matthew E. Naumann
5455 N. Paulson Pl.
Boise, ID 83704

Robert E. Naumann
725 N. 15th Street
Boise, ID 83702

VIII.

The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated and no director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that the personal liability of a director to the corporation or its stockholders for any breach of the directors duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director to the corporation or its stockholders for the liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director to the corporation or its stockholders for any transaction from which the director derived a legally improper personal benefit shall not be eliminated.

Dated this 12th day of May, 2000.

Matthew E. Naumann
INCORPORATOR

Dated this 12th day of May, 2000.

Robert E. Naumann
INCORPORATOR