

State of Idaho

Department of State.

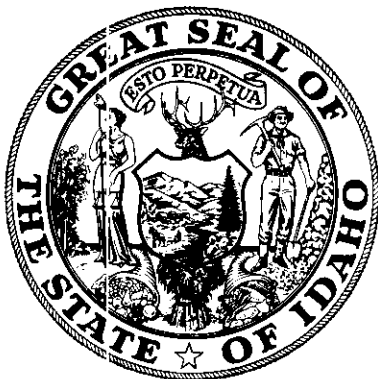
CERTIFICATE OF INCORPORATION OF

BARELY SURVIVING TRADING COMPANY, 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: **July 9, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
BARELY SURVIVING TRADING COMPANY, INC.

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The undersigned acting as Incorporator of a Corporation under the Idaho Business Corporation Act adopts the following Articles of Incorporation.

ARTICLE I

NAME

The Corporation is BARELY SURVIVING TRADING COMPANY, INC.

ARTICLE II

EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

Purpose for which the Corporation is organized is to trans-act all lawful business which Corporations may be organized under the Idaho Business Corporation Act including but not limited to the sales of wholesale furniture.

ARTICLE IV

SHARES

3.1 Authorized Shares. The total authorized stock is 30,000 shares of common stock par value of .01 per share.

ARTICLE V

DIRECTORS

4.1 Directors. Initial Board shall consist of Directors and names and addresses of the persons who shall serve as Directors until first annual meeting of Stockholders or until their successors be elected and qualified are:

Carroll Moen
1120 N. 23rd
Boise, Idaho 83702

4.2 Number of Directors. The Board of Directors of the Corporation shall consist of one or more members. The numbers of Directors shall be fixed by or in a matter provided in the Bylaws except as to the number constituting the initial Board of Directors which is number has been fixed by these Articles of Incorporation. The numbers of Directors may be increased or decreased from time to time by amendment to or in a matter provided in these Articles of Incorporation of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of the Bylaws providing for number of Directors the number shall be the same as provided for in these Article of Incorporation.

ARTICLE VI

SHAREHOLDER

5.1 Quorum. Majority of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Stockholders.

5.2 Shares intitled to vote. Each outstanding share regardless of class shall be entitled to one vote on each matter submitted to vote at the meeting of the Stockholders except as otherwise provided herein. If these Articles of Incorporation provide for more or less than one vote for any share on any matter every reference in these Articles to a majority or other proportionate share shall refer to a majority or other proportion of votes entitled to be cast.

Neither Treasury shares nor shares held by another Corporation if a majority of the shares entitled to vote for the election of Directors of such other Corporation is held by this Corporation shall be voted at any meeting or counted and determine total number of outstanding shares at any time.

5.3 As to the election of the Board of Directors the Stockholder shall have the following right. Such Stockholder

shall vote the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has the right to vote or to cumulate his votes by giving one candidate as many votes as number of Directors multiplied by the number of his shares or by distributing his votes on the same principle among any number of candidates.

ARTICLE VII

AMENDMENT OF THE ARTICLE OF INCORPORATION

The Corporation may amend its Articles of Incorporation from time to time by a majority vote at any annual meeting of the Stockholders, either consideration of a resolution for amendment adopted by the Board of Directors or upon consideration of a resolution adopted by the holders of not less than 10 percent of all shares entitled to vote at such meeting.

ARTICLE VIII

BYLAWS

7.1 Initial Bylaws. The initial Bylaws by the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws subject to repeal or change by action of the Stockholders, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation management affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

ARTICLE IX

NOTICES

The address of the initial registered office is:

Carl C. Straub, Jr.
404 S. 8th Street, Suite 410
Boise, Idaho 83702

The mailing address of the initial registered office is:

Carl C. Straub, Jr.
404 S. 8th Street, Suite 410
Boise, Idaho 83702

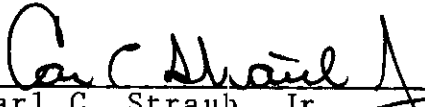
The name of the initial resident agent at the registered office is Carl C. Straub, Jr.

ARTICLE XI
INCORPORATORS

The name and address of the Incorporator are as follows:

Carl C. Straub, Jr.
404 S. 8th Street, Suite 410
Boise, Idaho 83702

In Witness whereof the undersigned, the Incorporator, of the above named Corporation has hereunto signed these Articles of Incorporation of the day of 19 .



Carl C. Straub, Jr.
404 S. 8th Street, Suite 410
Boise, Idaho 83702