

10551

State of Idaho

Department of State

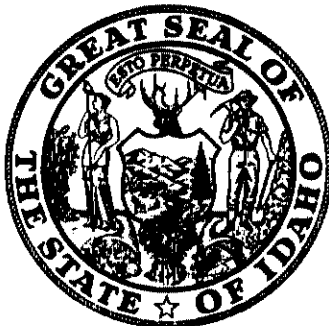
CERTIFICATE OF INCORPORATION
OF

IMAGES DESIGN AND FLOORING, 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: December 28, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By Valerie Taylor

ARTICLES OF INCORPORATION

OF

IMAGES DESIGN AND FLOORING, INC.

KNOW ALL MEN BY THESE PRESENTS:

RECEIVED
SEC. OF STATE

92 DEC 28 AM 10 34

WE, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation, for the purpose or purposes hereinafter stated pursuant to the laws of the State of Idaho, do hereby signify as follows:

ARTICLE ONE

The name of the corporation shall be Images Design and Flooring, Inc.

ARTICLE TWO

The purposes and objects for which the corporation is formed are to engage in any lawful act or activity for which corporations may be now or hereafter organized under the general corporation law of the State of Idaho.

ARTICLE THREE

The corporation is to have perpetual existence.

ARTICLE FOUR

The address of the corporation's registered office is 455 River Parkway, Idaho Falls, Idaho 83402 in the City of Idaho Falls, County of Bonneville, State of Idaho.

ARTICLE FIVE

The amount of the authorized capital stock of the corporation shall be 5,000.00 shares of common stock with voting

IDaho SECRETARY OF STATE
19921228 0900 40885 2
CK #: 9861 CUST# 1
CORPORATIO 1@ 60.00= 60.00

one-share-one-vote with a par value of \$1.00 per share. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given a written thirty (30) day option to repurchase the stock, provided, however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining shareholders, and members of the corporation shall be given a written thirty (30) day option to purchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself in proportion to the shares then owned by each said shareholder.

ARTICLE SIX

The amount of the capital stock which has been actually subscribed and paid for is the sum of 10 shares, and the following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Christopher J. Harris	435 5th Street Idaho Falls, ID 83401	5
Marla S. Harris	435 5th Street Idaho Falls, ID 83401	5

ARTICLE SEVEN

The management of this corporation shall be vested in a board of not less than three (3) nor more than seven (7) directors as may be fixed by the By-Laws. Each director shall be elected at the annual meeting of the stockholders, to be held at the general

offices of its corporation in the City of Idaho Falls, Bonneville County, State of Idaho, at a time to be determined by the By-Laws, and until such election the officers and directors of said corporation shall be Christopher J. Harris, President and Director; Marla S. Harris, Secretary-Treasurer and Director and Betty Liedke, Box 458, Ucon, Idaho 83454, Vice-President and Director.

ARTICLE EIGHT

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby confirmed upon the Directors as well as the shareholders to be exercised by such vote of such directors, or the allotted shares as the case may be, not less, however, than majority thereof as may be fixed by the By-Laws.

ARTICLE NINE

All or any meeting of the shareholders or of the Board of Directors may be held within or without the State of Idaho, upon notice, in writing, from the Board of Directors.

ARTICLE TEN

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation and no act of the corporation shall in anyway be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which such director may be member, may

be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been disclosed to the Board of Directors, or a majority thereof; and in any director of the corporation who is also director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction with a like force or effect as if he were not such director or officer of such other corporation, is not so interested.

ARTICLE ELEVEN

The name and address of the corporation's registered agent is Christopher J. Harris, 455 River Parkway, Idaho Falls, Idaho 83402.

ARTICLE TWELVE

Personal liability: The directors of said corporation shall not be personally liable to the corporation or its stockholders for any monetary damages for breach of a fiduciary duty as a director except as provided for in the Idaho General Business Corporation Act.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 23 day of November, 1992.

[Handwritten Signature]

CHRISTOPHER J. HARRIS
435 5th Street
Idaho Falls, Idaho 83401

Marla S. Harris

MARLA S. HARRIS
435 5th Street
Idaho Falls, Idaho 83401

SUBSCRIBED AND SWORN to before me this 23rd day of November.,
1992.

Susan A Cordova

NOTARY PUBLIC For Idaho
Residing at: *Idaho Falls* Idaho
My commission expires: June 3, 1993