



**CERTIFICATE OF INCORPORATION
OF**

INTERNATIONAL VELVET EXCHANGE, 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: May 13, 1991



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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INTERNATIONAL VELVET EXCHANGE, INC.

I, the undersigned, being a natural person of full age, and a citizen of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

ARTICLE ONE
NAME OF THE CORPORATION

The name of the corporation is INTERNATIONAL VELVET EXCHANGE, INC.

ARTICLE TWO
PURPOSE OF INCORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the corporation are to do any and all of the things herein mentioned as fully and to the same extent as a natural person might or could do in any part of the world as follows:

To transact any and all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

ARTICLE THREE
DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the corporation shall be MICHAEL D. FERGUSON and the registered initial office shall be located at 175 South 500 West, Rexburg, Madison County, Idaho.

ARTICLE FIVE
STOCK

The total number of par value shares which the corporation shall have authority to issue is Twenty Thousand (20,000) shares each having a par value of Ten Cents (\$.10), the aggregate par value of the total authorized number of par value shares is Two Thousand Dollars (\$2,000.00). There are no authorized shares without par value.

The stock of the corporation is divided into Twenty Thousand (20,000.00) shares of a single stock class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

ARTICLE SIX
BOARD OF DIRECTORS AND BYLAWS

The corporation shall have the power to establish a Board of Directors and adopt appropriate Bylaws. The duties of the Board of Directors and its officers shall be established by the Bylaws of the corporation. The Board of Directors shall have the authority to amend the Bylaws of the corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the business nor to sell a significant part of the corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in the corporation. Each member of the Board of Directors need not be a shareholder in the corporation.

The original members of the Board of Directors who shall serve until the first regular meeting of the shareholders or until their successors shall qualify are:


Michael D. Ferguson	175 South 500 West Rexburg, Idaho 83440
Jim Liljenquist	2333 North 1000 East Sugar City, Idaho 83448

ARTICLE SEVEN
INCORPORATOR

The names and address of the incorporator is:


Dale P. Thomson	Post Office Box 70 130 East Main Street Rexburg, Idaho 83440
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EXECUTED IN DUPLICATE on this 9th day of May, 1991.


Dale P. Thomson
Incorporator

STATE OF IDAHO)
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COUNTY OF MADISON)

On this 9th day of May, in the year of 1991, before me, a
Notary Public in and for said State, personally appeared
DALE P. THOMSON, known to me to be the person whose name is
subscribed to the within instrument, and acknowledged to me that
he executed the same.


Notary Public
Residing In: Rexburg, Idaho
My Commission Expires: 10/1/92