

ARTICLES OF INCORPORATION
OF
HOLLAND'S SEW SHOPPE, INC.

1. The name of the corporation is HOLLAND'S SEW SHOPPE, INC.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of a retail sales business and all other business not forbidden by law.
4. It shall have authority to issue Two Hundred Thousand (200,000) shares, all of one class, One Dollar (\$1.00) par value.
5. The name of its initial registered agent and the address of its initial registered office are:

GLORIA HOLLAND
28456 Canal Road
Parma, Idaho 83660

6. The number of directors constituting its initial board of directors is two (2), whose name(s) and address(es) are:

ROYCE HOLLAND
P.O. Box 997
Parma, Idaho 83660

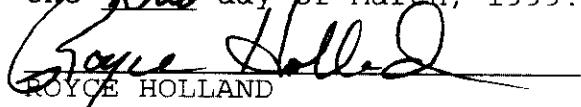
GLORIA HOLLAND
P.O. Box 997
Parma, Idaho 83660

7. The name and address of each incorporator are:

ROYCE HOLLAND
P.O. Box 997
Parma, Idaho 83660

GLORIA HOLLAND
P.O. Box 997
Parma, Idaho 83660

IN WITNESS WHEREOF, The parties have executed this Articles
the 24 day of March, 1999.


ROYCE HOLLAND


GLORIA HOLLAND

ARTICLES OF INCORPORATION

HOLLAND'S SEW SHOPPE, INC. --- Page 1 of 2. **03/24/1999 09:00**

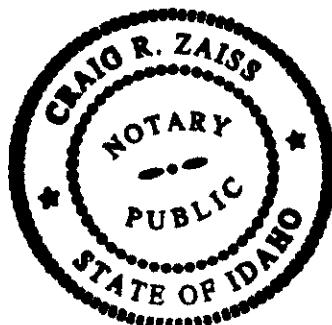
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1 @ 100.00 = 100.00 CORD # 2

C128135

STATE OF IDAHO)
County of Canyon)
: ss.

CRAIG R ZAIS On the 21 day of March, 1999, before me,
a notary public for said state, personally
appeared before me, ROYCE HOLLAND and GLORIA HOLLAND,
husband and wife, known or identified to me to be the persons
whose names are subscribed to the within instrument, who acknowledged to me that they executed the same.



Craig R Zais
Notary Public for Idaho
Residing at: Parma
My commission expires: 2-01-05