

FILED

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

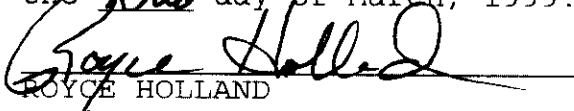
GLORIA HOLLAND  
P.O. Box 997  
Parma, Idaho 83660

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 2nd day of March, 1999.

  
ROYCE HOLLAND

  
GLORIA HOLLAND

ARTICLES OF INCORPORATION  
HOLLAND'S SEW SHOPPE, INC. --- Page 1 of 2.

IDaho SECRETARY OF STATE

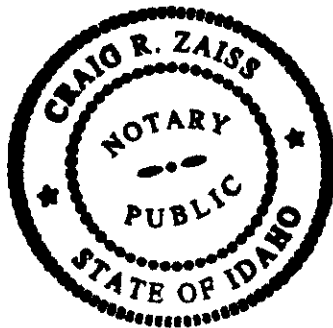
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STATE OF IDAHO           )  
                                  : ss.  
County of Canyon        )

On the 22<sup>nd</sup> day of March, 1999, before me,  
CRAIG R. ZAISS, 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: Pauma  
My commission expires: 2-01-05