



**CERTIFICATE OF INCORPORATION
OF**

C & G MANUFACTURING, 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 11, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION

OF

C & G MANUFACTURING, INC.

JUL 11 4 20 PM '98
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being a person over the age of eighteen (18) years, do hereby form a general business corporation under the laws of the State of Idaho as contained in Title 30 of the Idaho Code entitled "General Business Corporations Act", and to that end do hereby set forth:

- 1. The name of the corporation is: C & G MANUFACTURING, INC.**
- 2. The period of duration of this corporation shall be perpetual.**
- 3. The purposes for which this corporation is organized are:**
 - (a) The manufacture and distribution of children's barber chair booster seats; and**
 - (b) The transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.**
- 4. The county in the State of Idaho where the principal office for the transaction of business of the corporation is located in the County of Ada. The name of the registered agent of the corporation is Frank J. Dykas and the address of the registered office shall be 877 W. Main Street, Suite 603, Boise, Idaho 83702.**

5. The aggregate number of shares which the corporation shall have authority to issue is 1000, having a par value of \$10.00. All of said stock shall be known as common stock and shall be non-assessable.

6. The names and post office address of the incorporator is as follows:

Frank J. Dykas

877 W. Main St., Suite 603
Boise, Idaho 83702

7. The directors of the corporation shall have the power to sell any authorized but unissued stock at any time and to any person, and no stockholder shall be entitled, as of right to subscribe for or purchase of any of such additional shares of stock.

8. The number of directors of the corporation may be fixed by the By-Laws, but shall not be less than the number required by law.

The number of directors constituting the initial Board of Directors shall be two (2), and they shall serve as directors until their successors are elected and qualified.

9. The names and addresses of the initial directors are:

Margaret P. White

2010 S. Atlantic St.
Boise, Idaho 83705

George M. White

2010 S. Atlantic St.
Boise, Idaho 83705

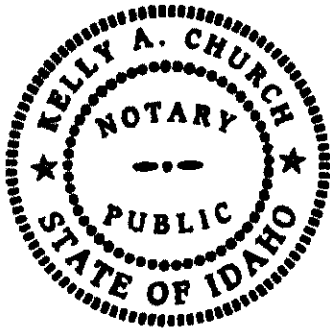
IN WITNESS WHEREOF, the undersigned initial incorporator has executed these Articles of Incorporation on this 11th day of July, 1990.

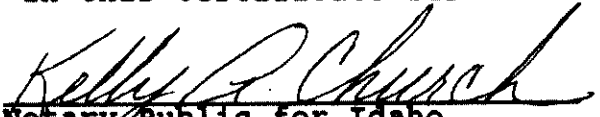

FRANK J. DYKAS

STATE OF IDAHO)
) ss.
County of Ada)

On this 11th day of July, 1990, before me, the undersigned Notary Public, in and for said State, personally appeared FRANK J. DYKAS, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




Notary Public for Idaho
Residing at: Boise, Idaho
My Commission Expires: 6/13/93