



**CERTIFICATE OF INCORPORATION
OF**

LOCAL COLOR, 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: February 19, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Anthony*

ARTICLES OF INCORPORATION

OF

LOCAL COLOR, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation shall be LOCAL COLOR, INC.

SECOND

The duration of the corporation shall be perpetual.

THIRD

The purposes for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the General Business Corporations Act, Chapter 1, Title 30, Idaho Code, and in particular for the creation of fabric art or designs using screenprinting or other processes, and the sale of products or services associated with such processes.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1000. These shares shall consist of one class, and shall be without par value.

FIFTH

The address of the corporation's initial registered office is 804 - 4th Street, Coeur d'Alene, Idaho, and the name of the initial registered agent at that address is Mike Dodge.

SIXTH

The number of directors constituting the initial board of directors until the first annual meeting of shareholders or until their successors be elected and qualify, shall be three, and their names and addresses are as follows:

Allen Dodge	1055 Government Way Coeur d'Alene, Idaho 83814
Mike Dodge	770 Government Way Coeur d'Alene, Idaho 83814
Jean Dodge	301 First Street Coeur d'Alene, Idaho 83814

SEVENTH

The names and addresses of the incorporators are as follows:

Allen Dodge	1055 Government Way Coeur d'Alene, Idaho 83814
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Mike Dodge

770 Government Way
Coeur d'Alene, Idaho 83814

Jean Dodge

301 First Street
Coeur d'Alene, Idaho 83814

EIGHTH

Personal liability of the directors for breach of any fiduciary obligation shall be limited to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands this
16 day of Feb, 1988.


Allen Dodge


Mike Dodge


Jean Dodge

STATE OF IDAHO)
County of Kootenai) ss.

On this 16th day of Feb, 1988, before me,
the undersigned Notary Public, in and for the State of Idaho,
personally appeared ALLEN DODGE, known to me to be the person
whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same, and that he is
a person over the age of eighteen years of age and a citizen

of the United States of America.

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



Notary Public for Idaho

Residing at: C.A.A

Commission Expires: 5/30/91

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 16th day of Feb, 1988, before me,
the undersigned Notary Public, in and for the State of Idaho,
personally appeared MIKE DODGE, known to me to be the person
whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same, and that he is
a person over the age of eighteen years of age and a citizen
of the United States of America.

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



Notary Public for Idaho

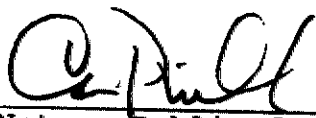
Residing at: C.A.A

Commission Expires: 5/30/91

STATE OF IDAHO)
)
County of Kootenai) ss.

On this 16th day of Feb, 1988, before me,
the undersigned Notary Public, in and for the State of Idaho,
personally appeared JEAN DODGE, known to me to be the person
whose name is subscribed to the within instrument, and
acknowledged to me that she executed the same, and that she is
a person over the age of eighteen years of age and a citizen
of the United States of America.

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



Notary Public for Idaho
Residing at: CDIA
Commission Expires: 5/30/91